ATIA - 13(1)(c) ATIA - 20(1)(b)
ATIA - 13(1)(d) ATIA - 23

PROTECTED B

BRIEFING NOTE TO THE ASSISTANT DEPUTY MINISTER

WATERFRONT TORONTO NON-DISCLOSURE AGREEMENT

(For Signature)

ISSUE

 The purpose of this note is to request your signature on the attached non-disclosure agreement (NDA) as requested by Waterfront Toronto (WT) of government partners in order to provide us a copy of the full agreement with Sidewalk Labs (SWL) on the Quayside Project.

BACKGROUND

 On October 16, 2017 the WT Board approved a term sheet with SWL, which provided a roadmap for what is expected to be a year-long negotiation to fully define the roles, responsibilities and commitments from both parties for the Quayside Project.

On November 1, 2017 a summary of the W	T-SWL agreement was made public
	WT is
willing to share the document, but sign the NDA due to the commercially confid	is requesting that governments

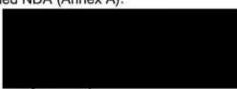
CONSIDERATIONS

WT has provided a draft of the NDA

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RECOMMENDATION

It is recommended that you sign the attached NDA (Annex A).



Eric Landry
Director General
North, Atlantic and Ontario
Infrastructure Canada

✓ I approve.	I do not approve.	For discussion.
Marc Fortin Assistant Deputy Minister	×	7 Nov - 2017 Date
Program Operations Branch		

Attachments

Annex A: NDA letter

Date: NOV 0 7 2017

Toronto Waterfront Revitalization Corporation 20 Bay St., Suite 1310 Toronto, Ontario M5J 2N8

Attention:

Dear

Re: Confidentiality Agreement (the "Agreement")

In consideration of the disclosure to the undersigned by Toronto Waterfront Revitalization Corporation ("Waterfront Toronto") of the Confidential Information (defined below) relating to the agreement entitled "Framework Agreement" dated October 16, 2017 among Toronto Waterfront Revitalization Corporation, Sidewalk Labs LLC and Sidewalk Toronto Limited Partnership and the "Credit Reference Letter" dated October 16, 2017 from Alphabet Inc. to Toronto Waterfront Revitalization Corporation (collectively the "Confidential Agreements"), I (Infrastructure Canada) agrees as follows:

- "Confidential Information" in this Agreement means the Confidential Agreements and all
 relevant communications between Infrastructure Canada and Waterfront Toronto and all
 information, advice and reports (whether written, oral or electronic) furnished or provided to
 Infrastructure Canada or acquired by Infrastructure Canada from Waterfront Toronto or from
 a person acting on behalf of Waterfront Toronto, now and in the future, pertaining or relating
 to the Confidential Agreements and all information, reproductions, summaries, excerpts and
 memoranda thereon and thereof (whether provided to Infrastructure Canada or prepared by
 or on behalf of Infrastructure Canada).
- The Confidential Information disclosed to Infrastructure Canada shall be maintained in strict confidence; and, save and except as otherwise provided herein, it shall not be used or disclosed to any third party without Waterfront Toronto's prior written consent.
- Infrastructure Canada agrees not to use, or allow the use of, any portion of the Confidential
 Information for any purpose other than reviewing the Confidential Agreements to understand
 the nature of the agreements and relationships contained therein, and only in compliance with
 the provisions of this Agreement.
- 4. Infrastructure Canada shall safeguard and strictly control the dissemination of the Confidential Information and not disclose or allow the disclosure to others of any portion of the Confidential Information, except to such of Infrastructure Canada's employees who have a need to know such information to assist with the purpose set out in paragraph 3 above ("Permitted Personnel"). Infrastructure Canada shall ensure that, prior to disclosure of any Confidential Information to the Permitted Personnel, each Permitted Personnel shall confirm that they shall abide by the provisions of this agreement as if they were a party hereto and

- Infrastructure Canada shall not disclose nor shall any Permitted Personnel to be provided any Confidential Information if they do not provide such prior confirmation.
- Infrastructure Canada shall not disclose, other than as permitted herein, that the Confidential Information has been made available to Infrastructure Canada or that Infrastructure Canada has inspected any portion of the Confidential Information.
- Infrastructure Canada shall not make or allow to be made any unnecessary copies of, or otherwise reproduce, any of the Confidential Information.
- Infrastructure Canada have taken and will take all reasonable steps to minimize the risk of disclosure of the Confidential Information to unauthorized persons by ensuring that proper and secure storage is provided for the Confidential Information.
- Infrastructure Canada's undertakings herein shall not apply to any part of the Confidential Information which:
 - is, or was at the time of its disclosure to Infrastructure Canada, in the public domain;
 or
 - after disclosure to Infrastructure Canada comes into public domain other than by reason of any breach by Infrastructure Canada of this Agreement; or
 - (c) Infrastructure Canada can demonstrate by written evidence that such part of the Confidential Information has been lawfully disclosed to Infrastructure Canada by a third party who did not impose on Infrastructure Canada any restriction on its disclosure and who lawfully came by such information.
- 9. Should Infrastructure Canada or Permitted Personnel be required by law or policy or be requested by legal process or regulatory authority to disclose any Confidential Information, Infrastructure Canada will provide Waterfront Toronto with prompt written notice of such requirement or request, if possible, so that Waterfront Toronto may seek an appropriate protection order or pursue such other action, remedy or assurance necessary to preserve the confidentiality of the Confidential Information, or waive compliance with any of the provisions of this Agreement, or both; and Recipient will and shall cause Permitted Personnel to fully co-operate with and not oppose Waterfront Toronto in respect of such matters. If, in the absence of either a protective order or a waiver by Waterfront Toronto, Infrastructure Canada or Permitted Personnel, in the reasonable opinion of reputable legal counsel, are required by law to disclose any Confidential Information or stand liable for contempt or to suffer other censure or penalty on any failure to so disclose, Recipient or Permitted Personnel may, without liability hereunder, disclose that portion, and only that portion, of the Confidential Information that is required to be disclosed.
- 10. Infrastructure Canada acknowledges and agrees that Waterfront Toronto may be irreparably damaged if any provision of this Agreement were not performed by us in accordance with its terms. Accordingly, Toronto Waterfront shall be entitled to seek appropriate remedies for breach of any provisions of this Agreement, subject to the Crown Liabilities and proceedings

- Act. These specific remedies are in addition to any other remedy to which Waterfront Toronto may be entitled at law or in equity.
- 11. Infrastructure Canada shall, at your request, immediately return to Waterfront Toronto or destroy all surplus copies of the Confidential Information, and shall certify in writing that such copies of the Confidential Information have been so returned or destroyed. Infrastructure Canada agrees it shall only retain Confidential Information to the extent necessary to comply with applicable records retention obligations.
- 12. If Infrastructure Canada or Permitted Personnel are required to make disclosure of any Confidential Information pursuant to either the Access to Information Act, Privacy Act, Freedom of Information and Protection of Privacy Act or Municipal Freedom of Information and Protection of Privacy Act, or any successor legislation thereto, then prior to making any such disclosure, Infrastructure Canada and the Permitted Personnel shall first advise Waterfront Toronto in writing of any Confidential Information that is proposed to be disclosed such that Waterfront Toronto is permitted the opportunity to review the Confidential Information that is proposed to be disclosed and request such exemptions from disclosure as Waterfront Toronto considers appropriate in the circumstances.

Yours truly,

Signature of Recipient:

MARC FORIUM

Name of Recipient (please print)



BRIEFING NOTE TO THE ASSOCIATE DEPUTY MINISTER

WATERFRONT TORONTO / SIDEWALK TORONTO QUAYSIDE INITIATIVE

(For Information)

ISSUE

This backgrounder has been prepared to support your participation in Session VI (Trust in a Digital Age) of the agenda for the Deputy Ministers' Retreat on July 4, 2018.

MAIN KEY POINTS TO REGISTER

- The rapid and widespread uptake of disruptive technologies like big data and the "internet of things" is putting pressure on governments to evaluate and align policy frameworks to address public concerns.
- The main issues in the public space include: surveillance; data collection; data sharing and selling; data storage, including where and for how long; and privacy - including anonymized data and the risks of re-identification.
- Investment will flow to those jurisdictions that are best dealing with the implications of increasing interconnectedness, and Canada is no exception.
- At Infrastructure Canada we see these issues playing out as traditional bricks and mortar, smart technology and people are colliding around infrastructure. While we have the Smart Cities Challenge underway we are actively engaged on the proposed "Quayside" project, a high-profile initiative between Waterfront Toronto and Sidewalk Labs (a Google/Alphabet company) to build a connected, data-driven neighborhood on Toronto's eastern waterfront.
- If it goes forward Quayside will present a unique opportunity to pilot digital innovations and solutions that protect personal privacy and civil liberties while providing shared benefits and a catalyst for economic growth. It can also pave way for more investment and branding of Canada as place that supports innovation.
- On the key policy issues. Waterfront has pulled together experts, with public input, to develop key principles to guide Quayside's implementation. This will help shape the broader public policy dialogue on digital technology and data and can inform national consultations now underway, under our colleagues at ISED.
- Clearly the market will potentially move faster than governments and potentially the public. Need to ensure a balance of promoting innovation and shaping policy frameworks the public trust and not thwarting new innovations that are inevitable. Need to preserve opportunity for Canada to shape our own destiny and influence the outcome.

Page 6 of 187

BACKGROUND

- Waterfront is a not-for-profit entity established under provincial legislation to lead and
 implement the Toronto Waterfront Revitalization Initiative (TWRI). The three orders of
 government each appoint four of its twelve Board members. The Deputy Minister of
 Infrastructure Canada is chairing the Inter-Governmental Steering Committee for the TWRI
 this year, being a senior officials-led information sharing and coordinating body among the
 three levels of government and Waterfront.
- Waterfront and Sidewalk Labs, a subsidiary of Google parent-company Alphabet, are
 leading the development of a technology plan to be tested in the 5-acre Quayside district
 located in the East Bay Front southeast of Downtown Toronto at Parliament Slip, adjacent
 the Lower Don Lands and Port Lands. The plan would see the creation of a "smart city" that
 would include mixed residential, commercial, and retail development and encompass
 innovative building techniques and connectivity to build a climate positive city.
- Following a Request for Proposal for a development and funding partner, Waterfront entered into a Framework Agreement in October 2017 with Sidewalk Toronto, Limited Partnership – a newly created entity, and affiliate of Sidewalk Labs. The Framework Agreement sets out the basic terms and principles for the Quayside and Eastern waterfront Master Innovation and Development Plan (MIDP).
- Under the Framework Agreement, WT and Sidewalk Toronto are working on establishing a
 Partnership Development Agreement, a public document that will provide a work plan to
 ultimately complete the MIDP by the end of the calendar year. The Development
 Agreement will consist of commercial terms pertaining to Sidewalk's Funding Contribution
 (\$50M USD) under the Framework Agreement to prepare the MIDP. The Development
 Agreement will include principles regarding collaboration, government relations, digital
 policies, and intellectual property to ensure there is alignment in the overall approach and
 policy considerations of the MIDP. A draft Development Agreement will be available for
 review by Waterfront's Board of Directors and review by the three levels of government in
 early-mid July.
- At the same time Waterfront and Sidewalk are undertaking a public engagement process involving town halls and other means to keep the public informed and reflect feedback in the Quayside initiative as it moves forward. Waterfront has also established an arms-length Data Strategy Advisory Panel to provide insight on ethics, accountability, transparency, protection of personal privacy, data governance and cyber security as the Quayside initiative develops.
- Since the federal government is not a funding partner in the Quayside project, its interest in Waterfront's engagement with Sidewalk is to understand how activities will inform Government of Canada policy development on data ownership/control, privacy and ethics, and collaborate with the other orders of government on these issues.

ATIA - 21(1)(a)
ATIA - 21(1)(b) ATIA - 13(1)(c)

UNCLASSIFIED

 INFC has been monitoring data and privacy issues related to Waterfront and the Quayside project—mindful of the national conversations on these issues and possible higher level approaches being considered by the Government of Canada. INFC further acts as a portal for linking to the broader federal community on policy questions and other issues.

KEY ISSUES

- The Advisory Panel, comprising experts from academia, civil society organizations and the business community, is presently reviewing and advising on draft guiding digital design principles to be included in the Development Agreement. Their purpose is to ensure that digital innovations and solutions protect personal privacy and civil liberties while providing shared benefits, including as an economic catalyst for open innovation, and to inform the broader public policy dialogue on digital technology and data. They are broadly grouped within the following themes:
 - Privacy individual control over how personal information is collected, used, and shared.
 - Data stewardship the use, control, ownership, and storage of data.
 - Access to data how broadly and on what terms data is made available.
 - Data security protecting data and minimizing the potential for breaches.
- Regarding Data Stewardship, two aspects coming out of Advisory Panel deliberations and the public engagement process are the concept of a "Data Trust" and the issue of "data residency."
- A "Data Trust" refers to a mutual organisation formed to manage data on its members' behalf. Participants would pool their data forming a trust, stipulating conditions under which data could be shared. The trust would retain a duty of care without conflicting goals such as making a profit or furthering a research career. Waterfront and Sidewalk are considering whether such an approach may be appropriate in the context of Quayside.

 Data residency (where data is stored) has come out as a sensitivity within the Waterfront/Sidewalk public engagement process. Members of the public have expressed the view that data collected as part of the Quayside project be retained in Canada. As data residency and routing laws do not require data to be stored in Canada, it is expected that heightened public attention will be paid to how the Development Agreement addresses this element.

Annex A provides more context on these themes and includes critical questions the DSAP is drawing on in its analysis of the draft principles which, numbering at around 25, will either meet or exceed applicable Canadian legislative/regulatory requirements in these areas. You may wish to draw upon these in engaging in discussions during the retreat.

Glenn Campbell	Date	
Assistant Deputy Minister Investment, Partnerships and Innovation Branch		

Annex A - Context and Questions on Responsible Data Use in the context of Quayside

ANNEX - Context and Questions on Responsible Data Use in the context of Quayside (developed by Sidewalk Labs)

Privacy

Privacy is about individual control over how personal information is collected used, and shared. Different rules and protections may apply to different kinds of data, depending on the extent to which individuals can be identified from the data. Sidewalk Toronto (ST) will, however, implement appropriate guidelines and policies governing the use of all data, including data that is not personal information, such as environmental data. In respect of privacy, ST has voluntarily made the following commitments:

- Sidewalk will always inform individuals of how and why their personal information is being collected and used, and we will do so in a way that is proactive, clear, and easy to understand.
- Sidewalk will embed data privacy into everything we do from the very start, an approach known as Privacy by Design.
- If a service to which you opt in requires individual identification, you will have meaningful control
 over how your information is used. Otherwise, data that includes personal information will be "deidentified" by default— anonymized and designed not to trace back to any individual.
- Sidewalk will seek meaningful consent from individuals and honour their choices.
- Sidewalk will conduct privacy impact and threat risk assessments to help ensure that privacy and security risks are identified and adequately addressed in the design of new technologies and programs.
- Sidewalk will publish summaries of the privacy implications of key initiatives in advance, as guided by the Data Governance Advisory Working Group.
- Sidewalk will not sell personal information to third parties, or use it ourselves for advertising purposes.

In addition to these commitments, Sidewalk continues to explore several questions related to privacy, including:

- What does "meaningful consent" look like with data collected in the public realm—for instance, with cameras located at intersections to help improve street safety?
- Are there some types of collection and uses of personal information that should never be considered?
- How can ST plan to improve digital literacy so all stakeholders—including individuals, government, and companies—better understand the benefits and their choices?

Data Stewardship

Data stewardship is about the use, control, ownership, and storage of information. It includes considerations such as governance (who oversees decisions related to data use), data residency (where data is stored), and usage terms (how data is licensed or shared). A strong policy on data stewardship must thoughtfully balance public and individual interests. The questions on data stewardship that we are exploring include:

- What are some conventional approaches to data ownership in cities, and what are their strengths and weaknesses?
- What responsibilities come with "owning" data (such as security or infrastructure maintenance)?
- What are the technological, economic, and security-related advantages and disadvantages of requiring data to be stored in Canada?
- Are there viable innovative models of governing urban data, such as establishing a non-profit data trust that oversees decisions?
- If an independent entity such as a data trust were to exist, what impact might that review process have on the speed of innovation?

Access to Data

Access to data deals with questions of how broadly and on what terms data is made available. Open access encourages participation, innovation, learning, and improvements in all aspects of public life while also discouraging lock-in around specific products or companies (including ourown). To achieve that goal, Sidewalk Toronto envisions a digital platform governed by open standards, providing well-designed, well-documented, and well-supported APIs to third-party developers. The questions on access to data that we are exploring include:

- What processes should be used to decide what data is made public, and how can these processes address privacy and public safety concerns?
- How could an open data protocol for Sidewalk Toronto complement the city's existing Open Data Catalogue?
- How do we encourage a vibrant startup community while making sure it uses data in ways that benefit neighbourhoods?
- What is the right balance to strike between making data broadly available and ensuring that entrepreneurs have the necessary incentives to set up shop and develop intellectual property as part of Sidewalk Toronto?

Data Security

Data security is about protecting data and minimizing the potential for breaches. We will work with best-in-class security solutions and partners to protect data that has been collected, and require anyone who uses this platform to meet the same high standard of security. We will welcome third party audits of our security and de-identification protocols. The questions on data security that we are exploring include:

- . What are strategies for achieving both open digital infrastructure and best-inclass security?
- How do we make our systems easily auditable and transparent?
- How do we enforce a rigorous security policy without creating a barrier to entry for startups?
- What type of transparency should exist around security threats or breaches



PROTECTED B

BRIEFING NOTE TO THE MINISTER

TORONTO WATERFRONT REVITALIZATION INITIATIVE: DEBRIEF OF MEETING ON QUAYSIDE BUSINESS CASE

(For Information)

PURPOSE



MEETING SUMMARY



WebCIMS #: 50083

ATIA - 21(1)(b)

PROTECTED B



KEY BACKGROUND

- Since October 2017 Waterfront Toronto (an arms-length tri-government agency) and Sidewalk Labs (an Alphabet subsidiary) have been working in partnership to develop a proposed MIDP for the Quayside project.
- A draft MIDP is expected to become available in spring 2019 and will likely comprise three volumes centered around:
 - Infrastructure and real-estate development plans at different scales;
 - Various innovative solutions for deployment in the project; and,
 - Roles and responsibilities, business terms, and financial/commercial considerations, and roles and responsibilities.
- Once the MIDP is made available, government partners will review the proposal without prejudice to its consideration by Waterfront's independent Board of Directors, which must endorse the plan before it can be adopted and implemented.
- In the meantime, to help inform development of the MIDP, Sidewalk and Waterfront have been undertaking broad consultation with the public and external experts. Government partners have attended a number of these public engagement events to remain informed the process as it has been unfolding, and are also receiving high-level briefings from Waterfront on MIDP chapters as they come together.
- Waterfront is also independently engaging experts to provide guidance on key policy issues, such as creating an arms-length Digital Strategy Advisory Panel (DSAP) to advise on the use of innovative/smart technology and related implications for data collection, sharing and privacy at Quayside.
- As it is just a plan, individual components approved for implementation will subject to multiple City approvals and provincial/federal regulations as appropriate.

WebCIMS #: 50083

NEXT STEPS

Infrastructure Canada will continue to engage with Waterfront on key aspects of the MIDP
as it comes together while organizing at officials' level – within INFC and interdepartmentally
– to review and comment on draft plan once it becomes available.

We are available to meet with you on the Qu	ayside project.
Kelly Gillis	Date
Deputy Minister	
Infrastructure and Communities	

Attachments:

Annex A – ADM Update on Volume III (Waterfront Toronto) Annex B – Project Update, February 14, 2019 (Sidewalk Labs)

WebCIMS #: 50083

Page(s) 15 to 24
are withheld
pursuant to paragraph
20(1)(b), 20(1)(c) and 20(1)(d)
of the Access to Information Act

La/les page(s) 15 à 24
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conformément aux dispositions de paragraphe
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de la loi sur l'accès à l'information

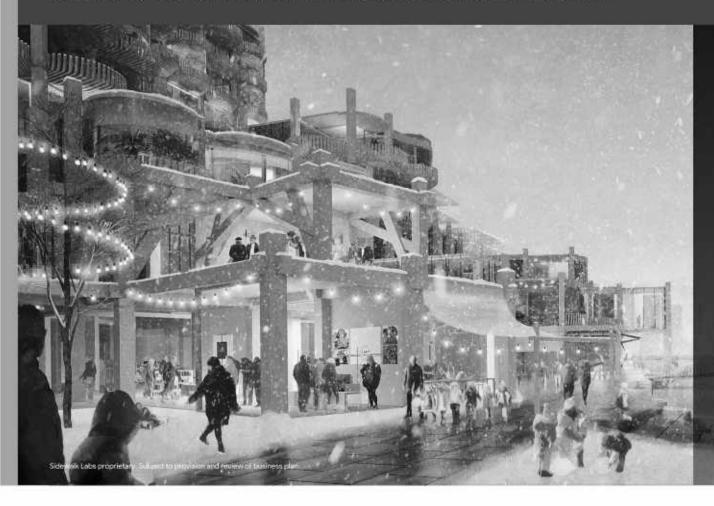


Key Objectives

Waterfront Toronto, the three levels of government, and Sidewalk Labs have certain objectives that must be aligned in order to unlock the Eastern Waterfront and enable the city to realize the area's untapped potential.

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What We've Heard: Policy Objectives

- Strong economic growth and thousands of new jobs while protecting existing industries in the Eastern Waterfront, including film
- · Substantial increase in affordable housing
- A series of other public policy outcomes to address certain urban challenges, including sustainability and congestion

What We've Heard: Deal Objectives

- · Build off success-prove the model
- Adequate government control to ensure the best outcomes for citizens
- Ensure the local development community plays a prominent role in developing the Eastern Waterfront
- Appropriate standard for data and privacy

Sidewalk Labs Objectives

- Sufficient scale to achieve its objectives and prove the ability of its approach to positively impact urban quality of life
- Adequate return on its investment

What Sidewalk Can Uniquely Bring

Sidewalk was formed to function at the intersection of urban planning, technology, and policy. The team we have brought together and the operating model we have developed reflect a unique set of capabilities.

Belowell Labs in consultation with a versely of statemosters. All sum cornegle and proposable are subject to approved by many of from some



Approach to Innovation, incorporating both physical planning and a technology roadmap, that includes a series of key innovations and technologies while creating the conditions for others to build on

Investment in Economic Development

including the catalytic impact of Google jobs, and support for an urban innovation cluster

Patient Capital that has a different return profile and objectives than both traditional real estate and traditional venture investing, enabling more robust R&D than typical urban development

Innovative Infrastructure Financing that fills a gap in the capital markets, and creates a path for infrastructure delivery that both proceeds at a rapid pace and achieves ambitious sustainability and quality of life goals



Sidewalk Labs proprietary. Subject to provision and review of business plan.

Page 27 of 187

Sidewalk as Catalyst

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Sidewalk Labs aims to fill gaps that the public and private sectors are currently unable to fulfill themselves, to help deliver a series of outcomes that meet the shared objectives of all stakeholders. This reflects the feedback we have received from stakeholders in Toronto—to act as catalyst and do the minimum amount necessary for the project to flourish while creating the conditions for others to build on.

SIDE WALK LABS

Innovation Proofs of Concept on a new set of programmatic opportunities and technologies, including buildings, by taking the initial risks that run counter to current market forces. A New Economic
Engine for Toronto
catalyzed by a
commitment of
Google Jobs and the
seed funding for an
Urban Innovation
Institute, that
becomes the home of
a global cluster in
urban innovation.

A New Standard for Affordable Housing that serves the need of a more diverse set of residents and enables more inclusive mixed-use communities. A New Standard for Data and Privacy including the establishment of an independent Civic Data Trust, which we hope will serve as model of urban innovation around the world. Enabling
Infrastructure
including LRT and next
generation district utility
systems, spurring
outsized impact on
quality of life,
accelerating
development, and
creating more robust
economic growth.

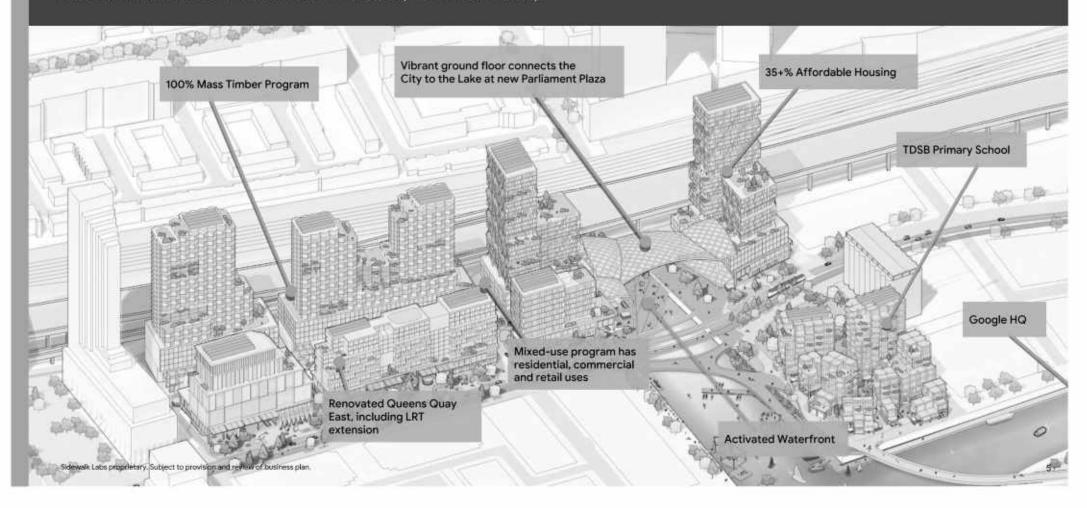
Sidewalk Labs proprietary. Subject to provision and review of business plan

New Approaches to Urban Development

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Quayside will be the beginning of a new approach to urban development on Toronto's Eastern Waterfront that sets a new standard for urban development in the 21st century.

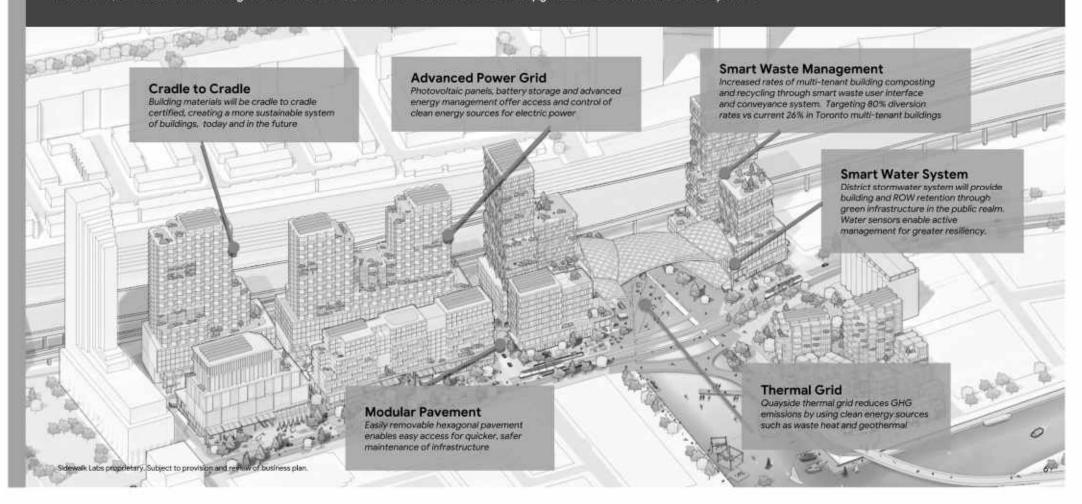


Starting the Path to Climate Positive

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At Quayside, Sidewalk Labs will invest in a series of innovations that drastically reduce the level greenhouse gas (GHG) emissions, enable smarter management of resources, and reduce the cost of future upgrade and maintenance to the system.

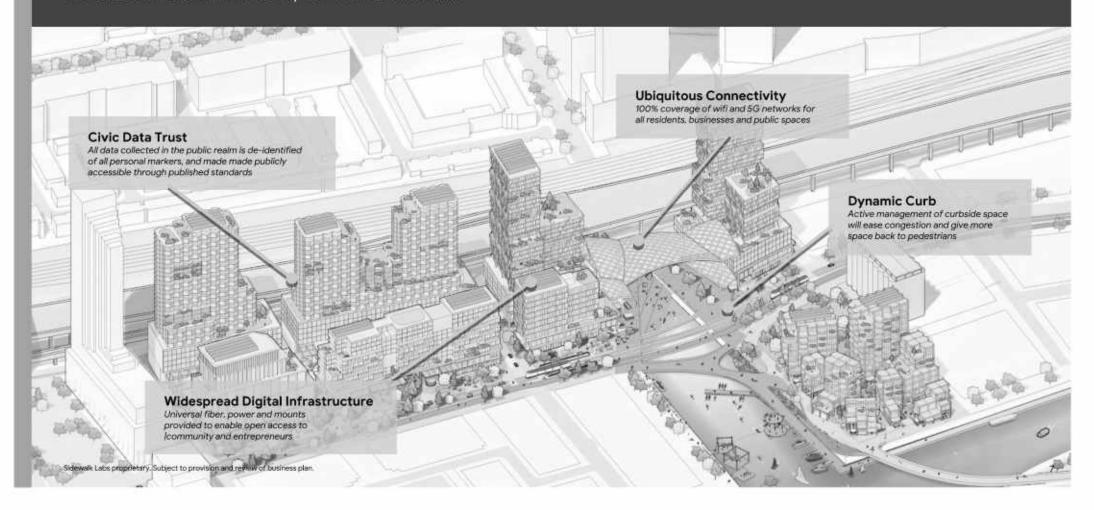


Piloting Digital Innovations

Quayside will be a fully connected neighbourhood and a testbed for digital innovations within Sidewalk Toronto's responsible data use framework.

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Testing New Mobility & Enhanced Public Space

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Innovations in mobility management and building systems, combined with great urban design will create porous ground floor space that breaks down barriers between different uses and prioritizes the pedestrian experience.



A New Economic Engine for Toronto

The department operation with a viewing of statement and a contractive and proposeds are extent to approve by many of those servision of the contractive and the contractive and Appendix of the consistent of the contractive and before the public services, and Appendix for



We believe the project can make Toronto the global hub in the field of urban innovation, catalyzing thousands of new jobs and generating billions in investment.

Economic growth within the project geography, and Toronto more broadly, would be driven by a series of key components:

- Significant increase in Google jobs over 10 years in the Eastern Waterfront as an initial catalyst
- An Urban Innovation Institute, leveraging the unique physical and digital infrastructure in Sidewalk Toronto to do cutting edge research, incubate new startups, and cultivate the next generation of urban innovators, would be a second catalyst. Sidewalk is prepared to make an initial seed investment to create the Institute.
- Together these two catalysts will spark a cluster in urban innovation, drawing entrepreneurs
 and companies from around the world to the laboratory on Toronto's Eastern Waterfront
 - EXAMPLE: Sidewalk's commitment to Mass Timber would accelerate step-change growth in the forestry, design and timber manufacturing industries
 - EXAMPLE: Sidewalk's unique approach to ground floor space, a flexible building system
 we call "Stoa", would enable a unique range of ground floor uses that encourage small
 business and entrepreneurship growth within mixed-use neighbourhoods
- Sidewalk has commissioned an independent third party, UrbanMetrics, to complete an
 Economic Impact Report on the Sidewalk Toronto Project, which will include estimates for
 job creation, both construction and ongoing investment, GDP growth, and incremental city
 revenues. We look forward to sharing that report upon its completion.



Sidewalk Labs proprietary. Subject to provision and review of business plan.

Google Canadian HQ

An new economic cluster on the Eastern Waterfront would be anchored by a significant commitment of Google jobs located at a campus on Villiers Island.

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We have explored a series of design options for a Google Campus, including an approximately 1.5M-2M SF location on the western side of Villiers Island, located on a planned LRT stop.

This campus would have seats for a significant increase of Google jobs.

Within a brand new campus we imagine including a 600K–1M SF headquarters, integrated with a mix of other uses and amenities (commercial partners, retail, education, non-profit).



Sidewalk Labs proprietary. Subject to provision and review of business plan.

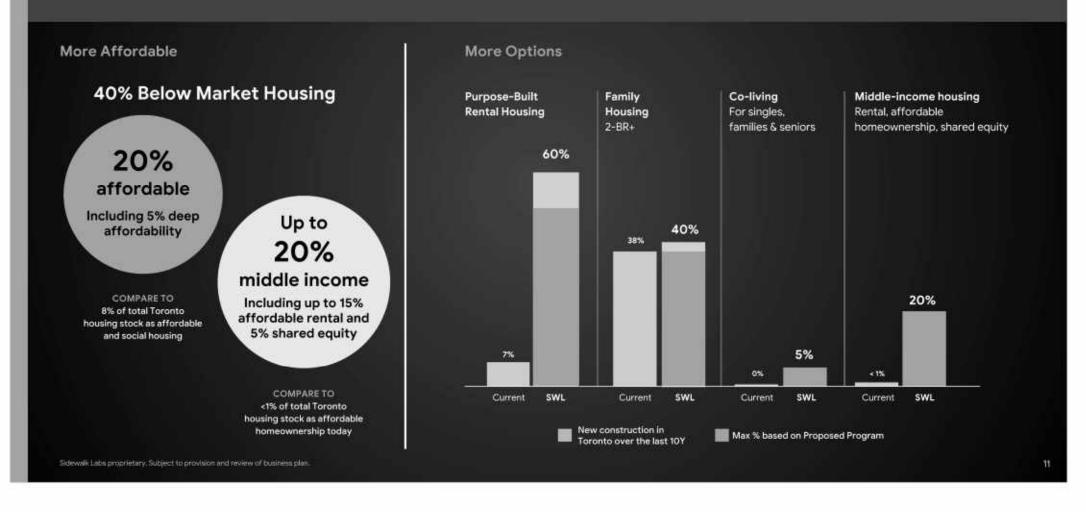


A New Standard for Affordable Housing

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Our targets for affordable housing on Quayside and Villiers West would increase the provision of affordable housing by almost 4x compared to usual waterfront development in Toronto, and serve a much broader portion of the population.



A New Standard for Data and Privacy

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Data can play a role in improving the day-to-day operation of the neighbourhood, leading to a more sustainable, accessible and responsible place to live. Sidewalk Labs will receive no special treatment and will not sell personal information or use it for advertising purposes.

Civic Data Trust

An independent entity to control, manage, and make publicly accessible all data that could reasonably be considered a public asset, and a set of rules that would apply to all entities operating in Quayside, including Sidewalk Labs.

RDUA

Responsible Data Use Assessment

Publicly auditable assessment for all public and private digital services required before data is collected and used.

Open Standards

Sidewalk will base its technology on open standards, making it easy for others to build and connect new services, offer competitive alternatives, and drive innovation.

RDU Guidelines

Responsible Data Use Guidelines

Application of the guidelines to all parties in Quayside, not just Sidewalk Labs, to put personal privacy and the public good first, while fostering innovation.

A New Global Standard for the Use of Urban Data

Sidewalk's proposed approach to digital governance in Guayside will demonstrate to Toronto, Canada, and the rest of the world that cities do not need to sacrifice their values of inclusion and privacy for opportunity in the digital age.

Sidewalk Labs proprietary. Subject to provision and review of business plan.

Quayside in Context

The economic and conceptual viability of many elements of the Quayside site plan may only be possible at a larger scale. The document represents unusually and proposals developed to libraries Late in constitution with a review of state-odders. All sufficrought and proposals are subject to approve by many of those same state-orders, virilating that not invited by public artistics and Approve to



Thinking at Scale

- From the RFP through the PDA, Waterfront Toronto has always sought solutions to address how we can maximize the impact of the shared objectives of the City, Province, Waterfront Toronto, and Sidewalk Labs, and we have responded as such.
- We believe that while Quayside will be an impactful starting point, scale actually plays a significant role because:
 - The impact of each individual innovation increases (for example, additional affordable housing, greater synergies in cutting carbon emissions, greater ability to reduce car trips, greater catalyzation of the tall timber industry)
 - Greater scale than 12 acres is likely needed given the initial investment in prototypes at Quayside
 - Holistic thinking is what can accelerate the provision of infrastructure on the Eastern Waterfront, and more quickly unlock the value of the Port Lands envisioned in the Port Lands Planning Framework
- Scale means different things for different outcomes and investments.

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Impacts that Can Only Be Achieved with Scale

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The impact of Individual systems increases exponentially as the scale of the project increases.

Buildings	Mobility	Active Ground Floor	Sustainability	Freight
Meaningful reductions in costs (critical to achieving aggressive housing affordability savings) using factory-built timber buildings only works at scale.	AVs only work at scale, enabling the achievement of mobility-as-a-service and lower family transportation costs	Retail model enabling a much more dynamic retail environment and opportunity for small business built on Stoa and new building typologies only works at scale.	Achieving climate positive and building savings in energy costs with the thermal grid only are achieved at scale.	Business model for an Urban Consolidation Center and freight tunnels works at scale

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Transaction Principles

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In designing a conceptual framework for an overarching transaction, Sidewalk Labs has followed a set of principles designed to meet all parties' objectives.

Transaction Principles

- · Design a "win-win" structure in which the economic incentives for government and Sidewalk are aligned and transparent
- Ensure that experimentation and prototyping remain core to the project, while protecting government and the public from unreasonable downside risk
- Limit Sidewalk's role to the minimum amount necessary needed for the project to achieve its objectives to the fullest, and
 ensure third-party participation—particularly in real estate development
- Create a structure that enables Sidewalk to shoulder the burden of upfront risk, and be compensated in later stages
- Whenever possible, create discrete deal components in order to simplify and de-risk the transaction
- Whenever possible, utilize financing and implementation mechanisms based on precedents that have been validated previously, particularly in Toronto
- Incorporate stage gates and specific metrics for accountability

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An IDEA District on the Eastern Waterfront

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The City of Toronto would create an "Innovative Development and Economic Activation District" —an IDEA District— corresponding to the project geography, to create the governance necessary to implement the Project. Waterfront Toronto would be the administrator of this district.

The IDEA District would leverage the combination of three elements to deliver on the project's public policy objectives:

- A newly empowered Waterfront Toronto in an oversight and administrative role
 - Defined mission to promote innovation and development within the geography, and the mandate to oversee and steer key real estate, infrastructure, and technology decisions.
 - To be effective, this administrator must be accountable to the public: receive well-defined powers over development activity and the deployment of infrastructure within the jurisdiction; and engage seamlessly with other government agencies.
- 2. A custom set of regulatory, and policy tools—"An Innovation Framework"
 - A set of regulatory and policy tools (across categories like mobility, sustainability, housing, buildings) designed to foster the necessary conditions for delivering on the promise of the MIDP and using its success as a catalyst for spurring economic growth throughout the waterfront
 - 3 categories of reforms: (1) targeted relief from requirements (e.g., reduce parking requirements); (2) enhanced requirements for new developments (e.g., on-going performance targets related to carbon emissions); (3) legal authorization for management entities (e.g., a non-profit public realm management entity)
- 3. A special set of financing tools that enable the project to leverage its own value for implementation.
 - . Financing tools could address project value created through development charges, incremental property tax, and increased land value

All three levels of government would determine the contours of the IDEA District in the course of its establishment.

As Innovation and Funding Partner to Waterfront Toronto, Sidewalk Labs would assist in achieving ambitious policy goals and accelerate development throughout the IDEA District.

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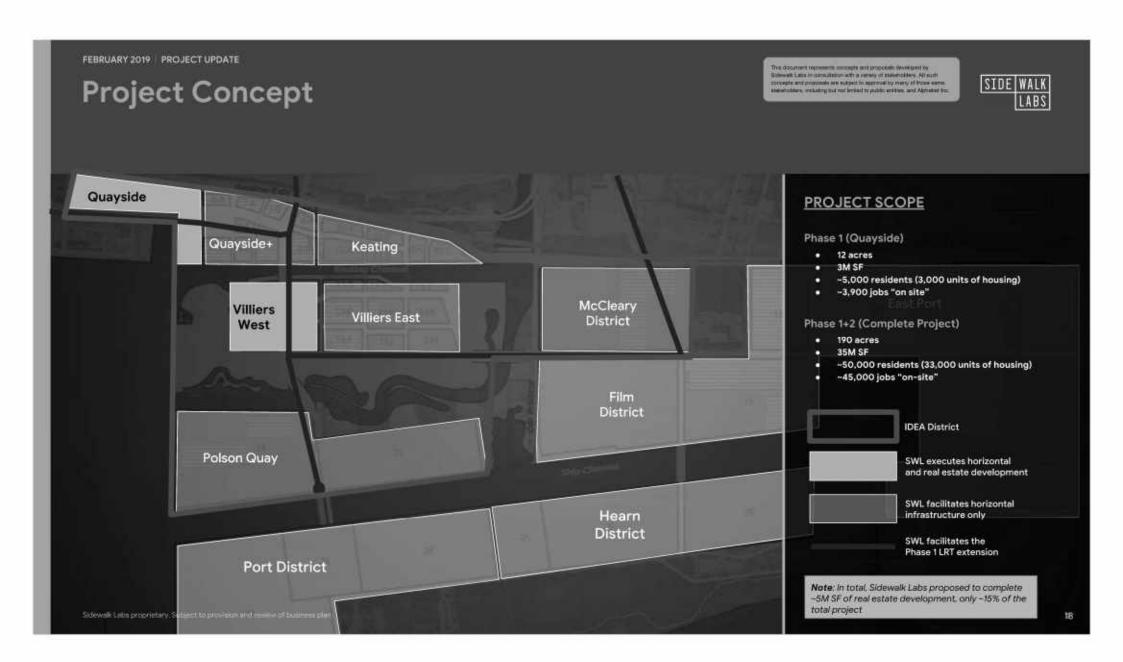


Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (Summary)

As Innovation and Funding Partner, Sidewalk Labs' role—and corresponding business models—is best summarized in discrete components:

- 1. Planning Partner
- Real Estate Research and Development
- Real Estate Economic Development Catalyst
- Infrastructure Financing
- **Horizontal Development Partner**
- Advanced Infrastructure Facilitator
- **Technology Deployment**
- **Investments in Economic Development**
- 9. Value Sharing

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (1 of 4)

Role		Description	Business Model	
1	Planning Partner	In this role, Sidewalk Labs would support Waterfront Toronto in its role as IDEA District Administrator during the planning phases for each neighbourhood. This would include collaboration on:	Contractual relationship with Waterfront Toronto	
		 The overarching Innovation Framework and updates, Precinct Plans, Master Infrastructure Plans, guidelines for individual parcels and development agreements with third-party real estate developers 	Sidewalk Labs to receive payment for its advisory role	
2	Real Estate Research and Development	In this role, Sidewalk Labs would develop, in partnership with local development entities, approximately 3.0M SF at Quayside.	Traditional real estate development economics	
		The explicit mission of this development would be to prototype innovations or programmatic decisions that would achieve WT's objectives, but, because they go against market pressures, would likely lead to a below market return.	Land price to be negotiated with Waterfront Toronto	
		The current development plan includes approximately 3,000 units of housing (40% below market), room for 3,900 jobs, buildings entirely of tall timber, an expanded park network including the proposed Silo Park, a renovated Parliament Slip, and next generation infrastructure systems including: digital electricity, a thermal grid, and consolidated waste removal.	Profit-sharing with Waterfront Toronto if returns exceed certain threshold	
3	Real Estate Economic Development Catalyst	In this role, Sidewalk Labs would develop, in partnership with local development entities, approximately 2.7M SF at Villiers West, relocating Google's Canadian HQ to the site.	Traditional real estate development economics	
		The explicit mission of this development would be to create outsized economic growth through the relocation of the Google HQ into a mixed-use, open campus with multiple corporate tenants.	Land price to be negotiated with WT / City	
			Profit-sharing with WT / City if returns exceed certain threshold	

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (2 of 4)

Role		Description	Business Model	
4	Infrastructure Financing	In this role, Sidewalk Labs would fill a critical financing gap needed to deliver the full suite of infrastructure systems necessary to develop Quayside and the Eastern Waterfront on an accelerated schedule and achieve Waterfront Toronto's sustainability objectives. Even beyond the in-progress \$1.2B Don Mouth Naturalization Project flood protection, billions of additional investment in enabling infrastructure—LRT, plus systems like electricity, heating, water and sewage, road networks, and fiber, new parks and public space, and extensive environmental remediation—would be necessary for complete communities to grow on the waterfront. Were the status quo to proceed, this infrastructure would likely be implemented piecemeal and incrementally, as funding became available through either government allocations or as City Development Charges were	Sidewalk would be paid back on all equity commitments used to bridge the gap between the time funds were needed to begin construction and funds were available from the project A financing fee would be applied to these funds The funds used to pay back Sidewalk in this capacity would be either the Development Charges or Incremental Property Taxes allocated	
	Sidewalk estimates that if Toronto wincremental property taxes were resproject to pay for necessary infrastriction to pay for necessary infrastriction to pace and scale required to delivipolicy objectives. As such, Sidewalk Labs will bridge to parks, and utility systems. 2) Providing OPTIONAL "stapled	realized in initial phases of Eastern Waterfront development. Sidewalk estimates that if Toronto were to create a "value-capture zone" in which Development Charges and incremental property taxes were reserved for this specific geography, it could generate -\$6B in value from the Project to pay for necessary infrastructure over the next -30 years. However, these traditional sources will not be available at the time needed to construct this infrastructure at the pace and scale required to deliver the outcomes WT desires, nor to achieve some of the more ambitious	2) Advanced Infrastructure Systems would be operated through third-party entities, often in partnership with current operators (like Toronto Hydro).	
		policy objectives. As such, Sidewalk Labs will bridge this gap in two ways: 1) Providing financing in advance of public funds being available for infrastructure projects like the LRT, parks, and utility systems.	Third-parties operators would be chosen by an open RFP process, and all respondents would have the OPTION of choosing to use Sidewalk Labs-provided funding as part of their approach. Sidewalk would receive contractual-based market economics if respondents elected to use this "stapled financing."	

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (3 of 4)

Role		Description		Business Model	
5	Horizontal Development Partner	In this role, Sidewalk Labs would support Waterfront Toronto in its role as IDEA District Administrator during the infrastructure implementation phases for each neighbourhood. This would include collaboration on: • Delivery of systems such as parks, utility systems, site preparation work Division of responsibilities between the two organizations generally fall to each organization's strengths. Waterfront Toronto would provide operational excellence in line with what it delivered in past projects—flood mitigation, West Don Lands, Bayside. Sidewalk Labs would provide design support, as well as manage the coordination of funding, and innovative project elements. Note: This role can be shaped to meet the needs of all parties. From Sidewalk's perspective, a critical issue is the ability to have influence over the timing and management of the delivery of projects for which Sidewalk Labs' "bridge" financing is directly funding		Waterfront Toronto and Sidewalk Labs would split a traditional "Developer Fee" applied to the total infrastructure cost, split in proportion to the allocation of responsibilities and associated resource requirements	
6	Advanced Infrastructure Facilitator	In this role, Sidewalk Labs would conduct initial design work, craft the RFP process, and coordinate the implementation among each Advanced Infrastructure system to ensure adherence to the project's innovation objectives.	•	Sidewalk Labs to be reimbursed for costs related to initial design work and managing the RFP process. These costs will be allocated on a system by system basis and reimbursed by the operators selected for each system	

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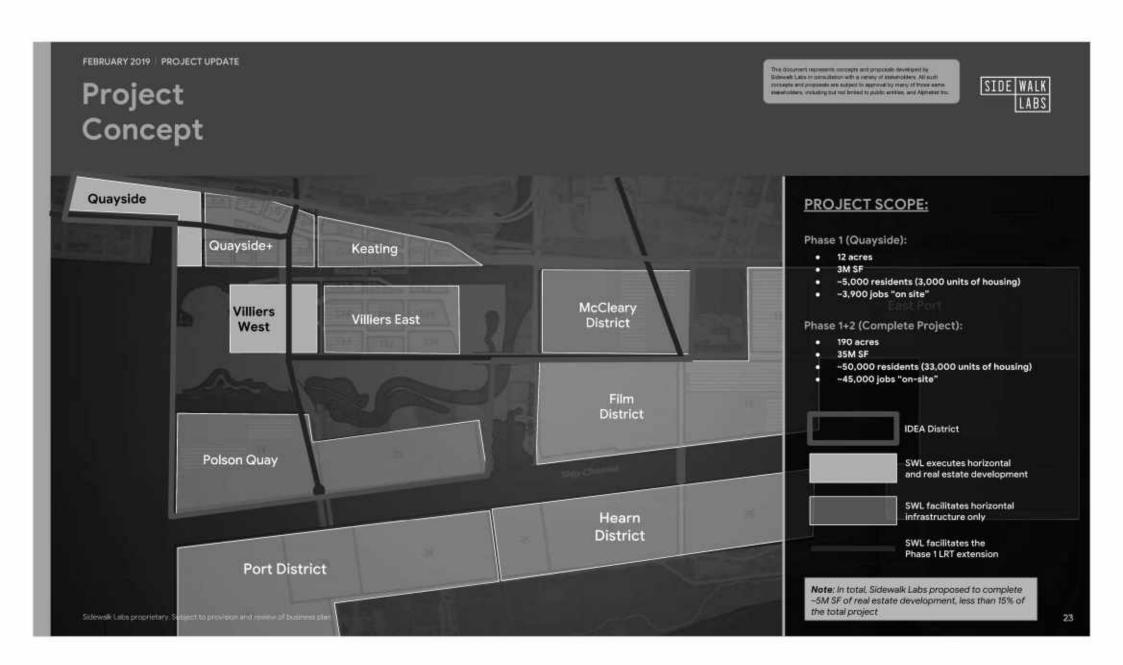
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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (4 of 4)

Role		Description	Business Model	
7	Technology Deployment	In order to deliver on the project objectives, Sidewalk Labs would deploy a limited set of critical technologies. These technologies would be categorized as Purposeful Solutions, for which Sidewalk Labs and Waterfront Toronto would enter into agreements under predetermined and unique procurement and contractual rights.	Rights to prototype, test, and deploy negotiated on an individual basis with WT or relevant agency Value from IP created in "testbed" conditions shared with public entities	
8	Investments in Economic Development	In order to capitalize on, and catalyze, the enormous economic potential inherent in the vision of the Project, Sidewalk Labs will invest in a series of economic development initiatives that will benefit both the project area and Toronto writ-large. Category 1 Investments: Google HQ: Urban Innovation Institute; Workforce Development Initiatives Category 2 Investments: Tall Timber Factory, Toronto-based Venture Fund	Category 1 No specific, direct return to Sidewalk Labs Category 2 These investments have their own economics.	
9	Value Sharing	Because of the holistic value Sidewalk Labs is bringing to the project across the first 7 buckets on this chart, Sidewalk Labs would share in the incremental value created within the overall project geography through the disposition of publicly-held lands to third parties in the project geography. In particular, buckets 1,2,4,6, 7, and 8 reflect economic constructs for which Sidewalk Labs is deploying capital / resources at below market rates of return, and deferring any possible return on investment to the potential long-term value created through its partnership with WT.	When public land within the IDEA District is sold to third-party developers through a WT-managed public RFP process, the incremental value would be split in a TBD negotiated proportion between Government parties and Sidewalk Labs	

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Potential Phase 3 Expansion (Dual Option)

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In a potential Phase 3, the IDEA District would extend to south of the Ship Channel and there would be a mutual option for Toronto and Sidewalk Labs to deliver additional enabling infrastructure, including an extended LRT. The East Port and Film District have been excluded to protect existing uses.



Ensuring Accountability: Milestones & Phasing

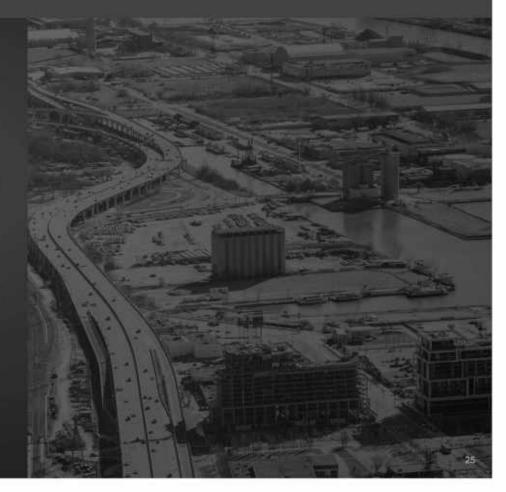
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As the project proceeds, we believe permission for the the IDEA District to expand should be rooted in the ability of the initial neighbourhoods to achieve stated objectives.

A potential construct to expand the zone for which the innovation guidelines apply within Phases 1+2 would be based on specific targets:

- Stage gates, included as part of an initial set of agreements, would set the parameters that would need to be achieved in order to expand the project geography. These could potentially include:
 - Number of units of below market housing
 - o Delivery of key infrastructure components by a given date



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PROTECTED B

BRIEFING NOTE TO THE MINISTER

TORONTO WATERFRONT REVITALIZATION INITIATIVE: DEBRIEF OF MEETING ON QUAYSIDE BUSINESS CASE

(For Information)

<u>PURPOSE</u>

 To provide highlights of a recent briefing to senior tri-government officials on proposed business case elements for the Quayside project, and underline key messages conveyed by government partners.

HIGHLIGHTS/KEY CONSIDERATIONS



KEY BACKGROUND

- A draft Master Innovation and Development Plan (MIDP) is expected to become available in spring 2019 and will likely comprise three volumes centered around:
 - Infrastructure and real-estate development plans at different scales;
 - Various innovative solutions for deployment in the project; and,

WebCIMS #: 50083

- Roles and responsibilities, business terms, and financial/commercial considerations, and roles and responsibilities.
- Once the MIDP is made available, government partners will review the proposal without prejudice
 to its consideration by Waterfront's independent Board of Directors, which must endorse the plan
 before it can be adopted and implemented.
- The business case emerging from Sidewalk recasts the entire project as a 'scale play,' appearing
 to frame Quayside as economically viable only if taken in consideration with options to develop
 nearby Villiers Island (for a Canadian Google headquarters) and to horizontally develop a broad
 area of the Port Lands.
- Documents released publicly also include Sidewalk envisioning, at a high level, the types of roles
 it could play under its plan going forward (e.g. Planning Partner; Real Estate R&D and Economic
 Development Catalyst; Horizontal Development Partner, Advanced Infrastructure Facilitator; etc.)
 and how it may seek revenue, including by leveraging government tools for infrastructure
 finance/funding.
- As it is just a plan, individual components approved for implementation will be subject to multiple
 City approvals and provincial/federal regulations as appropriate.

NEXT STEPS

Infrastructure Canada will continue to engage with Waterfront on key aspects of the MIDP as it comes together while organizing at the officials' level – within INFC and interdepartmentally – to review and comment on draft plan once it becomes available.				
Date				
	evel – within INFC and interc			

Attachments:

Annex A – ADM Update on Volume III (Waterfront Toronto)

Annex B - Project Update, February 14, 2019 (Sidewalk Labs)

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Page(s) 52 to 61
are withheld
pursuant to paragraph
20(1)(b), 20(1)(c) and 20(1)(d)
of the Access to Information Act

La/les page(s) 52 à 61
Font l'objet d'une exception totale
conformément aux dispositions de paragraphe
20(1)(b), 20(1)(c) et 20(1)(d)
de la loi sur l'accès à l'information

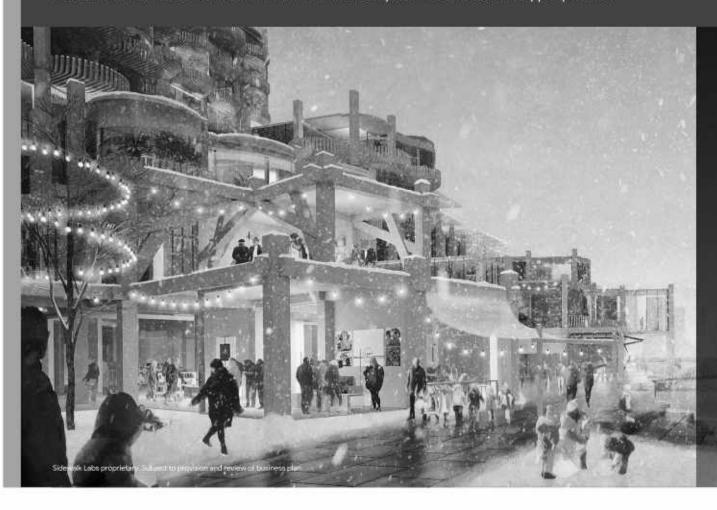


Key Objectives

Waterfront Toronto, the three levels of government, and Sidewalk Labs have certain objectives that must be aligned in order to unlock the Eastern Waterfront and enable the city to realize the area's untapped potential.

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What We've Heard: Policy Objectives

- Strong economic growth and thousands of new jobs while protecting existing industries in the Eastern Waterfront, including film
- · Substantial increase in affordable housing
- A series of other public policy outcomes to address certain urban challenges, including sustainability and congestion

What We've Heard: Deal Objectives

- · Build off success-prove the model
- Adequate government control to ensure the best outcomes for citizens
- Ensure the local development community plays a prominent role in developing the Eastern Waterfront
- Appropriate standard for data and privacy

Sidewalk Labs Objectives

- Sufficient scale to achieve its objectives and prove the ability of its approach to positively impact urban quality of life
- Adequate return on its investment

What Sidewalk Can Uniquely Bring

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Sidewalk was formed to function at the intersection of urban planning, technology, and policy. The team we have brought together and the operating model we have developed reflect a unique set of capabilities.

Approach to Innovation, incorporating both physical planning and a technology roadmap, that includes a series of key innovations and technologies while creating the conditions for others to build on

Investment in Economic Development

including the catalytic impact of Google jobs, and support for an urban innovation cluster

Patient Capital that has a different return profile and objectives than both traditional real estate and traditional venture investing, enabling more robust R&D than typical urban development

Innovative Infrastructure Financing that fills a gap in the capital markets, and creates a path for infrastructure delivery that both proceeds at a rapid pace and achieves ambitious sustainability and quality of life goals



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Sidewalk as Catalyst

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Sidewalk Labs aims to fill gaps that the public and private sectors are currently unable to fulfill themselves, to help deliver a series of outcomes that meet the shared objectives of all stakeholders. This reflects the feedback we have received from stakeholders in Toronto—to act as catalyst and do the minimum amount necessary for the project to flourish while creating the conditions for others to build on.

SIDE WALK LABS

Innovation Proofs of Concept on a new set of programmatic opportunities and technologies, including buildings, by taking the initial risks that run counter to current market forces.

A New Economic
Engine for Toronto
catalyzed by a
commitment of
Google Jobs and the
seed funding for an
Urban Innovation
Institute, that
becomes the home of
a global cluster in
urban innovation.

A New Standard for Affordable Housing that serves the need of a more diverse set of residents and enables more inclusive mixed-use communities. A New Standard for Data and Privacy including the establishment of an independent Civic Data Trust, which we hope will serve as model of urban innovation around the world. Enabling
Infrastructure
including LRT and next
generation district utility
systems, spurring
outsized impact on
quality of life,
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creating more robust
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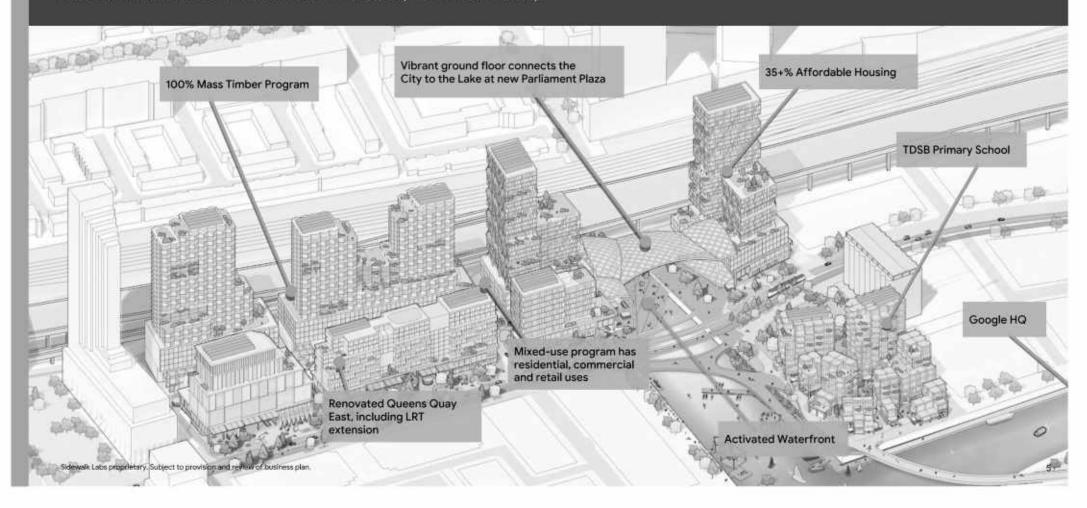
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New Approaches to Urban Development

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Quayside will be the beginning of a new approach to urban development on Toronto's Eastern Waterfront that sets a new standard for urban development in the 21st century.

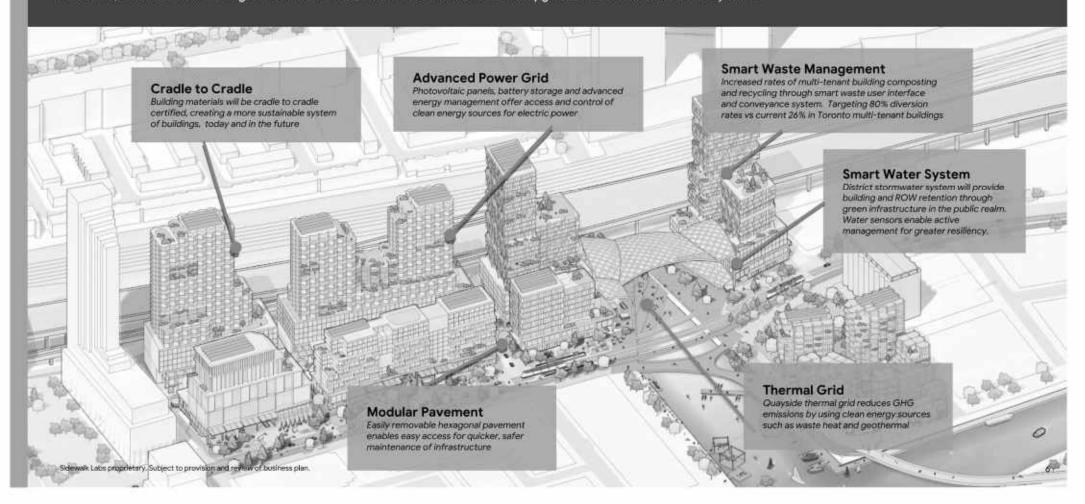


Starting the Path to Climate Positive

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At Quayside, Sidewalk Labs will invest in a series of innovations that drastically reduce the level greenhouse gas (GHG) emissions, enable smarter management of resources, and reduce the cost of future upgrade and maintenance to the system.

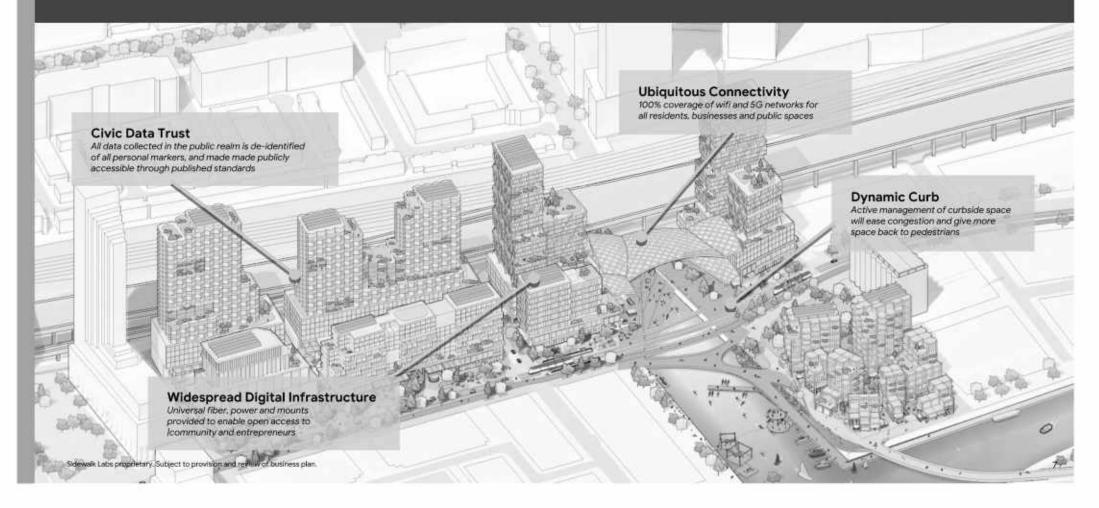


Piloting Digital Innovations

Quayside will be a fully connected neighbourhood and a testbed for digital innovations within Sidewalk Toronto's responsible data use framework.

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Testing New Mobility & Enhanced Public Space

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Innovations in mobility management and building systems, combined with great urban design will create porous ground floor space that breaks down barriers between different uses and prioritizes the pedestrian experience.



A New Economic Engine for Toronto

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We believe the project can make Toronto the global hub in the field of urban innovation, catalyzing thousands of new jobs and generating billions in investment.

Economic growth within the project geography, and Toronto more broadly, would be driven by a series of key components:

- Significant increase in Google jobs over 10 years in the Eastern Waterfront as an initial catalyst
- . An Urban Innovation Institute, leveraging the unique physical and digital infrastructure in Sidewalk Toronto to do cutting edge research, incubate new startups, and cultivate the next generation of urban innovators, would be a second catalyst. Sidewalk is prepared to make an initial seed investment to create the Institute.
- Together these two catalysts will spark a cluster in urban innovation, drawing entrepreneurs and companies from around the world to the laboratory on Toronto's Eastern Waterfront
 - EXAMPLE: Sidewalk's commitment to Mass Timber would accelerate step-change growth in the forestry, design and timber manufacturing industries
 - EXAMPLE: Sidewalk's unique approach to ground floor space, a flexible building system. we call "Stoa", would enable a unique range of ground floor uses that encourage small business and entrepreneurship growth within mixed-use neighbourhoods
- Sidewalk has commissioned an independent third party, UrbanMetrics, to complete an Economic Impact Report on the Sidewalk Toronto Project, which will include estimates for job creation, both construction and ongoing investment, GDP growth, and incremental city revenues. We look forward to sharing that report upon its completion.



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Google Canadian HQ

An new economic cluster on the Eastern Waterfront would be anchored by a significant commitment of Google jobs located at a campus on Villiers Island.

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We have explored a series of design options for a Google Campus, including an approximately 1.5M-2M SF location on the western side of Villiers Island, located on a planned LRT stop.

This campus would have seats for a significant increase of Google jobs.

Within a brand new campus we imagine including a 600K–1M SF headquarters, integrated with a mix of other uses and amenities (commercial partners, retail, education, non-profit).



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A New Standard for Affordable Housing

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Our targets for affordable housing on Quayside and Villiers West would increase the provision of affordable housing by almost 4x compared to usual waterfront development in Toronto, and serve a much broader portion of the population.



A New Standard for Data and Privacy

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Data can play a role in improving the day-to-day operation of the neighbourhood, leading to a more sustainable, accessible and responsible place to live. Sidewalk Labs will receive no special treatment and will not sell personal information or use it for advertising purposes.

Civic Data Trust

An independent entity to control, manage, and make publicly accessible all data that could reasonably be considered a public asset, and a set of rules that would apply to all entities operating in Quayside, including Sidewalk Labs.

RDUA

Responsible Data Use Assessment

Publicly auditable assessment for all public and private digital services required before data is collected and used.

Open Standards

Sidewalk will base its technology on open standards, making it easy for others to build and connect new services, offer competitive alternatives, and drive innovation.

RDU Guidelines

Responsible Data Use Guidelines

Application of the guidelines to all parties in Quayside, not just Sidewalk Labs, to put personal privacy and the public good first, while fostering innovation.

A New Global Standard for the Use of Urban Data

Sidewalk's proposed approach to digital governance in Guayside will demonstrate to Toronto, Canada, and the rest of the world that cities do not need to sacrifice their values of inclusion and privacy for opportunity in the digital age.

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Quayside in Context

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Transaction Principles

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In designing a conceptual framework for an overarching transaction, Sidewalk Labs has followed a set of principles designed to meet all parties' objectives.

Transaction Principles

- · Design a "win-win" structure in which the economic incentives for government and Sidewalk are aligned and transparent
- Ensure that experimentation and prototyping remain core to the project, while protecting government and the public from unreasonable downside risk
- Limit Sidewalk's role to the minimum amount necessary needed for the project to achieve its objectives to the fullest, and
 ensure third-party participation—particularly in real estate development
- Create a structure that enables Sidewalk to shoulder the burden of upfront risk, and be compensated in later stages
- Whenever possible, create discrete deal components in order to simplify and de-risk the transaction
- Whenever possible, utilize financing and implementation mechanisms based on precedents that have been validated previously, particularly in Toronto
- Incorporate stage gates and specific metrics for accountability

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An IDEA District on the Eastern Waterfront

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The City of Toronto would create an "Innovative Development and Economic Activation District" —an IDEA District— corresponding to the project geography, to create the governance necessary to implement the Project. Waterfront Toronto would be the administrator of this district.

The IDEA District would leverage the combination of three elements to deliver on the project's public policy objectives:

- A newly empowered Waterfront Toronto in an oversight and administrative role
 - Defined mission to promote innovation and development within the geography, and the mandate to oversee and steer key real estate, infrastructure, and technology decisions.
 - To be effective, this administrator must be accountable to the public: receive well-defined powers over development activity and the deployment of infrastructure within the jurisdiction; and engage seamlessly with other government agencies.
- 2. A custom set of regulatory, and policy tools—"An Innovation Framework"
 - A set of regulatory and policy tools (across categories like mobility, sustainability, housing, buildings) designed to foster the necessary conditions for delivering on the promise of the MIDP and using its success as a catalyst for spurring economic growth throughout the waterfront
 - 3 categories of reforms: (1) targeted relief from requirements (e.g., reduce parking requirements); (2) enhanced requirements for new developments (e.g., on-going performance targets related to carbon emissions); (3) legal authorization for management entities (e.g., a non-profit public realm management entity)
- 3. A special set of financing tools that enable the project to leverage its own value for implementation.
 - Financing tools could address project value created through development charges, incremental property tax, and increased land value

All three levels of government would determine the contours of the IDEA District in the course of its establishment.

As Innovation and Funding Partner to Waterfront Toronto, Sidewalk Labs would assist in achieving ambitious policy goals and accelerate development throughout the IDEA District.

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (Summary)

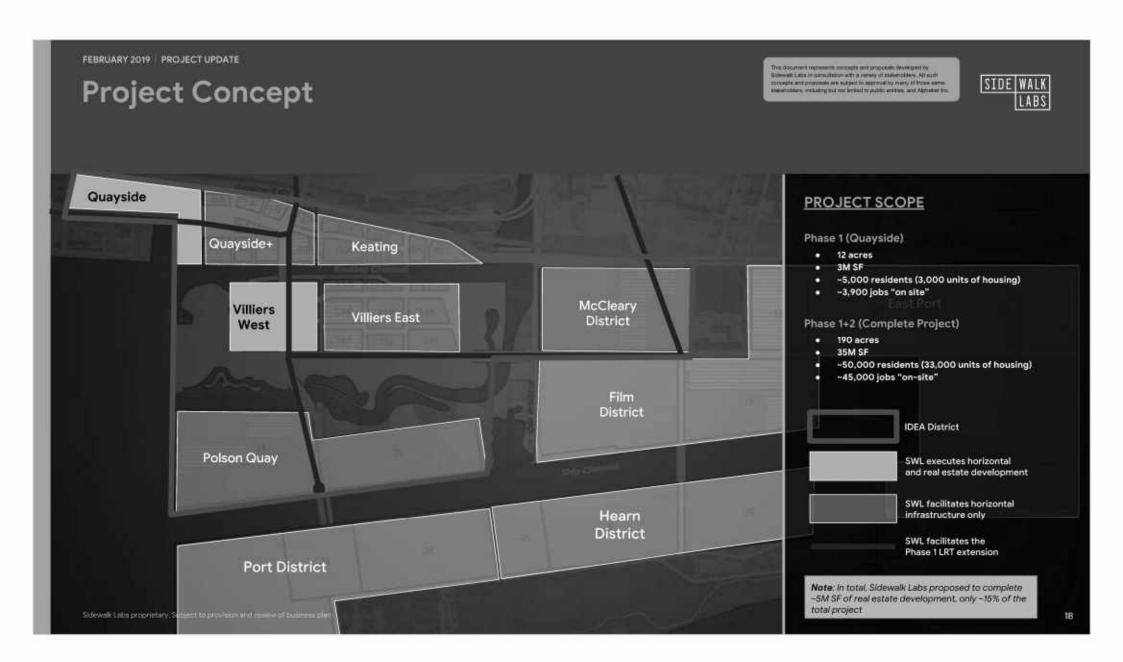
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As Innovation and Funding Partner, Sidewalk Labs' role—and corresponding business models—is best summarized in discrete components:

- 1. Planning Partner
- 2. Real Estate Research and Development
- 3. Real Estate Economic Development Catalyst
- 4. Infrastructure Financing
- 5. Horizontal Development Partner
- 6. Advanced Infrastructure Facilitator
- 7. Technology Deployment
- 8. Investments in Economic Development
- 9. Value Sharing

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (1 of 4)

Role		Description	Business Model	
1	Planning Partner	In this role, Sidewalk Labs would support Waterfront Toronto in its role as IDEA District Administrator during the planning phases for each neighbourhood. This would include collaboration on: The overarching Innovation Framework and updates, Precinct Plans, Master Infrastructure Plans, guidelines for individual parcels and development agreements with third-party real estate developers	Contractual relationship with Waterfront Toronto Sidewalk Labs to receive payment for its advisory role	
2	Real Estate Research and Development	In this role, Sidewalk Labs would develop, in partnership with local development entities, approximately 3.0M SF at Quayside . The explicit mission of this development would be to prototype innovations or programmatic decisions that would achieve WT's objectives, but, because they go against market pressures, would likely lead to a below market return. The current development plan includes approximately 3,000 units of housing (40% below market), room for 3,900 jobs, buildings entirely of tall timber, an expanded park network including the proposed Silo Park, a renovated Parliament Slip, and next generation infrastructure systems including: digital electricity, a thermal grid, and consolidated waste removal.	Traditional real estate development economics Land price to be negotiated with Waterfront Toronto Profit-sharing with Waterfront Toronto if returns exceed certain threshold	
3	Real Estate Economic Development Catalyst	In this role, Sidewalk Labs would develop, in partnership with local development entities, approximately 2.7M SF at Villiers West, relocating Google's Canadian HQ to the site. The explicit mission of this development would be to create outsized economic growth through the relocation of the Google HQ into a mixed-use, open campus with multiple corporate tenants.	Traditional real estate development economics Land price to be negotiated with WT / City Profit-sharing with WT / City if returns exceed certain threshold	

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (2 of 4)

Role		Description	Business Model	
Role 4	Infrastructure Financing	In this role, Sidewalk Labs would fill a critical financing gap needed to deliver the full suite of infrastructure systems necessary to develop Quayside and the Eastern Waterfront on an accelerated schedule and achieve Waterfront Toronto's sustainability objectives. Even beyond the in-progress \$1.2B Don Mouth Naturalization Project flood protection, billions of additional investment in enabling infrastructure—LRT, plus systems like electricity, heating, water and sewage, road networks, and fiber, new parks and public space, and extensive environmental remediation—would be necessary for complete communities to grow on the waterfront. Were the status quo to proceed, this infrastructure would likely be implemented piecemeal and incrementally, as funding became available through either government allocations or as City Development Charges were realized in initial phases of Eastern Waterfront development.	1) Sidewalk would be paid back on all equity commitments used to bridge the gap between the time funds were needed to begin construction and funds were available from the project A financing fee would be applied to these funds The funds used to pay back Sidewalk in this capacity would be either the Development Charges or Incremental Property Taxes allocated to fund the associated infrastructure project	
		Sidewalk estimates that if Toronto were to create a "value-capture zone" in which Development Charges and incremental property taxes were reserved for this specific geography, it could generate -\$6B in value from the Project to pay for necessary infrastructure over the next -30 years. However, these traditional sources will not be available at the time needed to construct this infrastructure at the pace and scale required to deliver the outcomes WT desires, nor to achieve some of the more ambitious policy objectives. As such, Sidewalk Labs will bridge this gap in two ways: 1) Providing financing in advance of public funds being available for infrastructure projects like the LRT, parks, and utility systems. 2) Providing OPTIONAL "stapled financing" for Advanced Infrastructure systems that require innovative funding and operational models to achieve policy objectives	2) Advanced Infrastructure Systems would be operated through third-party entities, often in partnership with current operators (like Toronto Hydro). Third-parties operators would be chosen by an open RFP process, and all respondents would have the OPTION of choosing to use Sidewalk Labs-provided funding as part of their approach. Sidewalk would receive contractual-based market economics if respondents elected to use this "stapled financing."	

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (3 of 4)

Role	9	Description	Busi	ness Model
5	Horizontal Development Partner	In this role, Sidewalk Labs would support Waterfront Toronto in its role as IDEA District Administrator during the infrastructure implementation phases for each neighbourhood. This would include collaboration on: • Delivery of systems such as parks, utility systems, site preparation work Division of responsibilities between the two organizations generally fall to each organization's strengths. Waterfront Toronto would provide operational excellence in line with what it delivered in past projects—flood mitigation, West Don Lands, Bayside. Sidewalk Labs would provide design support, as well as manage the coordination of funding, and innovative project elements. Note: This role can be shaped to meet the needs of all parties. From Sidewalk's perspective, a critical issue is the ability to have influence over the timing and management of the delivery of projects for which Sidewalk Labs' "bridge" financing is directly funding		Waterfront Toronto and Sidewalk Labs would split a traditional "Developer Fee" applied to the total infrastructure cost, split in proportion to the allocation of responsibilities and associated resource requirements
6	Advanced Infrastructure Facilitator	In this role, Sidewalk Labs would conduct initial design work, craft the RFP process, and coordinate the implementation among each Advanced Infrastructure system to ensure adherence to the project's innovation objectives.	•	Sidewalk Labs to be reimbursed for costs related to initial design work and managing the RFP process. These costs will be allocated on a system by system basis and reimbursed by the operators selected for each system

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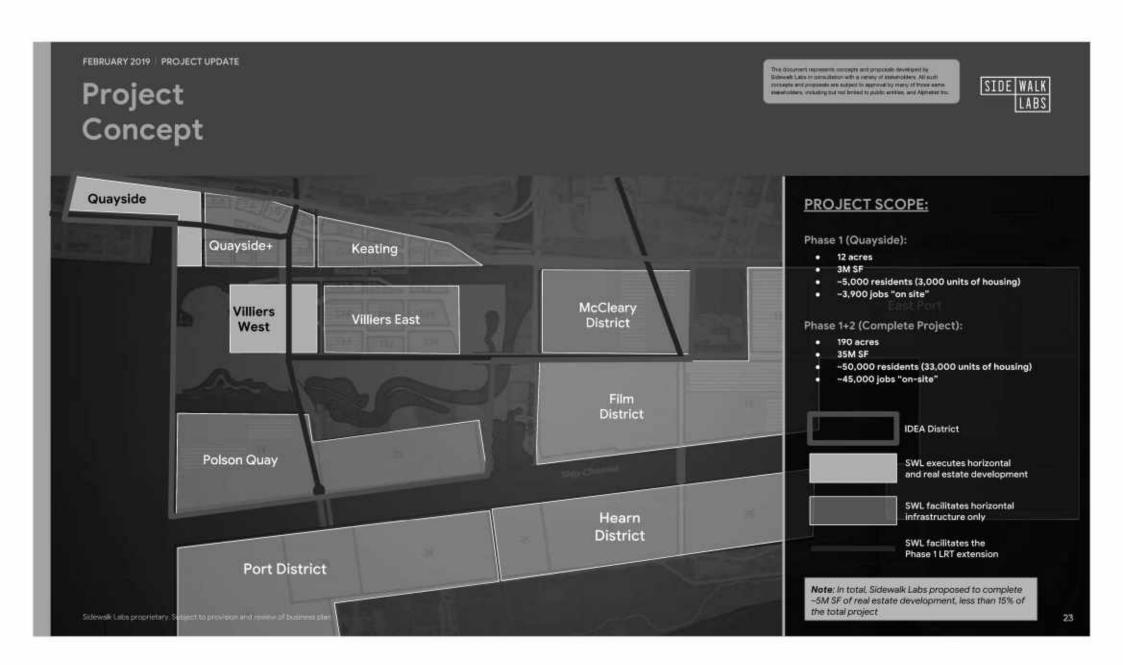
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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (4 of 4)

Role		Description	Business Model	
7	Technology Deployment	In order to deliver on the project objectives, Sidewalk Labs would deploy a limited set of critical technologies. These technologies would be categorized as Purposeful Solutions, for which Sidewalk Labs and Waterfront Toronto would enter into agreements under predetermined and unique procurement and contractual rights.	Rights to prototype, test, and deploy negotiated on an individual basis with WT or relevant agency Value from IP created in "testbed" conditions shared with public entities	
8	Investments in Economic Development	In order to capitalize on, and catalyze, the enormous economic potential inherent in the vision of the Project, Sidewalk Labs will invest in a series of economic development initiatives that will benefit both the project area and Toronto writ-large. Category 1 Investments: Google HQ; Urban Innovation Institute; Workforce Development Initiatives Category 2 Investments: Tall Timber Factory, Toronto-based Venture Fund	Category 1 No specific, direct return to Sidewalk Labs Category 2 These investments have their own economics.	
9	Value Sharing	Because of the holistic value Sidewalk Labs is bringing to the project across the first 7 buckets on this chart, Sidewalk Labs would share in the incremental value created within the overall project geography through the disposition of publicly-held lands to third parties in the project geography. In particular, buckets 1,2,4,6,7, and 8 reflect economic constructs for which Sidewalk Labs is deploying capital / resources at below market rates of return, and deferring any possible return on investment to the potential long-term value created through its partnership with WT.	When public land within the IDEA District is sold to third-party developers through a WT-managed public RFP process, the incremental value would be split in a TBD negotiated proportion between Government parties and Sidewalk Labs	

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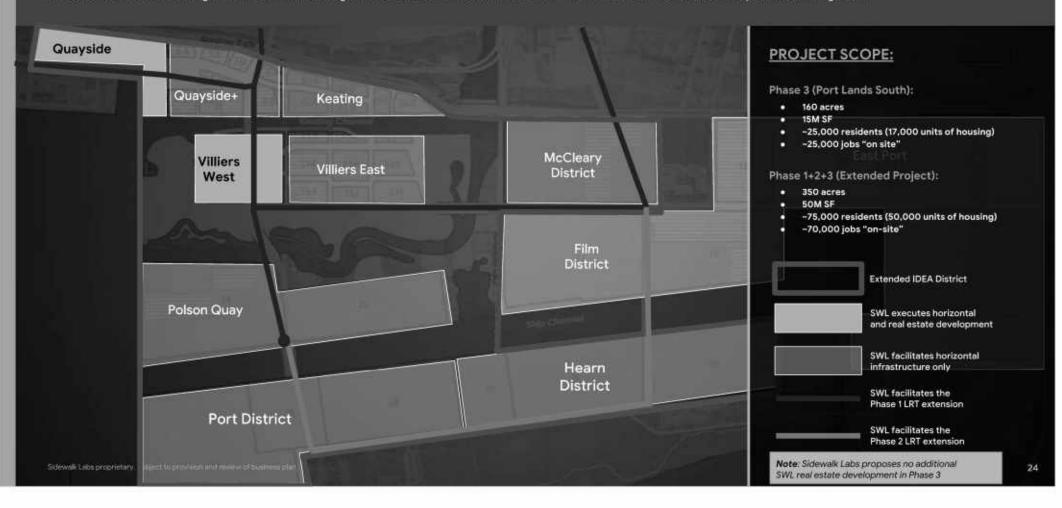


Potential Phase 3 Expansion (Dual Option)

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In a potential Phase 3, the IDEA District would extend to south of the Ship Channel and there would be a mutual option for Toronto and Sidewalk Labs to deliver additional enabling infrastructure, including an extended LRT. The East Port and Film District have been excluded to protect existing uses.



Ensuring Accountability: Milestones & Phasing

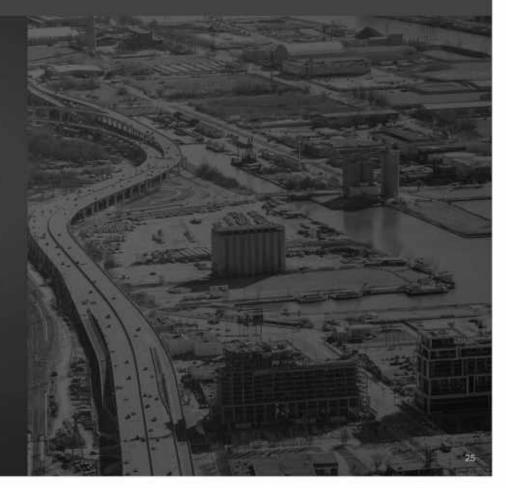
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As the project proceeds, we believe permission for the the IDEA District to expand should be rooted in the ability of the initial neighbourhoods to achieve stated objectives.

A potential construct to expand the zone for which the innovation guidelines apply within Phases 1+2 would be based on specific targets:

- Stage gates, included as part of an initial set of agreements, would set the parameters that would need to be achieved in order to expand the project geography. These could potentially include:
 - Number of units of below market housing
 - o Delivery of key infrastructure components by a given date



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BRIEFING NOTE TO THE MINISTER

UPDATE ON WATERFRONT TORONTO AND QUAYSIDE PROJECT

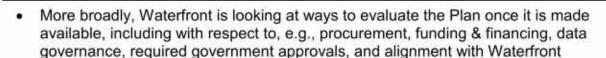
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PURPOSE

 To provide an update on Waterfront Toronto and Sidewalk Lab's progress towards a Quayside project proposal.

HIGHLIGHTS/KEY CONSIDERATIONS

- Waterfront Toronto (Waterfront) and Sidewalk Labs (Sidewalk) are working in partnership to develop a proposed Master Innovation and Development Plan for the Quayside project.
- The draft Plan, which Waterfront and government partners have not yet seen, is expected to become available in spring 2019 and will likely comprise three volumes centered around:
 - Infrastructure and real-estate development plans at different scales;
 - Various innovative solutions for deployment in the project; and,
 - Roles and responsibilities, business terms, and financial/commercial considerations, and roles and responsibilities.
- In the meantime, to help inform development of the Plan, Sidewalk and Waterfront have been undertaking broad consultation with the public and external experts.
 Government partners have attended a number of these public engagement events to remain informed the process as it has been unfolding.
- Waterfront and Sidewalk have also provided some context briefings to the three
 orders of government which have similarly previewed elements of the Plan. These
 have touched upon Sidewalk's thinking around affordable housing, mobility public
 realm & buildings, sustainability, economic development and data governance.



WebCIMS #: 50083

Toronto's main objectives for Quayside. At a December 2018 Public Roundtable, Waterfront previewed its proposed evaluation framework, which continues to evolve.

 As the Quayside proposal is just a plan, any individual components ultimately approved for implementation will be subject to multiple City planning approvals in particular, as well as provincial/federal regulations as appropriate.

KEY BACKGROUND

- In 2017 Waterfront ran an RFP process seeking an Innovation and Funding Partner
 to help create a plan for a neighbourhood of the future. This led to the eventual
 selection of and later signing of a (publicly available) Plan Development Agreement
 with Sidewalk Labs which sets out objectives and basic terms and principles for
 developing a plan for Quayside, as well as contemplation of "plans at scale".
- Governments have encouraged Waterfront and Sidewalk to be highly attentive to public consultation, transparency and outreach during the planning phase and to establish appropriate bodies to provide guidance, such as the arms-length Digital Strategy Advisory Panel that is currently in place.
- INFC has been working closely with Innovation, Science and Economic Development to leverage their expertise with respect to data governance and privacy. The results of the National Consultation on Digital and Data Transformation, led by Minister Bains, are expected to help position and contextualize the federal government's review of these aspects of the Plan.

NEXT STEPS

Attachments:

Annex A - Project Update, February 14, 2019 (Sidewalk Labs)

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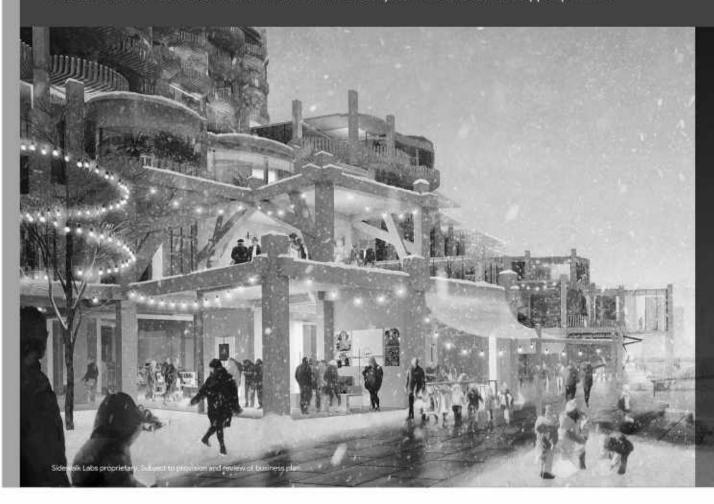


Key Objectives

Waterfront Toronto, the three levels of government, and Sidewalk Labs have certain objectives that must be aligned in order to unlock the Eastern Waterfront and enable the city to realize the area's untapped potential.

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What We've Heard: Policy Objectives

- Strong economic growth and thousands of new jobs while protecting existing industries in the Eastern Waterfront, including film
- · Substantial increase in affordable housing
- A series of other public policy outcomes to address certain urban challenges, including sustainability and congestion

What We've Heard: Deal Objectives

- · Build off success-prove the model
- Adequate government control to ensure the best outcomes for citizens
- Ensure the local development community plays a prominent role in developing the Eastern Waterfront
- Appropriate standard for data and privacy

Sidewalk Labs Objectives

- Sufficient scale to achieve its objectives and prove the ability of its approach to positively impact urban quality of life
- Adequate return on its investment

unique set of capabilities.

What Sidewalk Can Uniquely Bring

Sidewalk was formed to function at the intersection of urban planning, technology, and policy. The team we have brought together and the operating model we have developed reflect a The document represents undepts and process the release to Bellewish Late in carolitation with a review of absencedors. All sufficreages and programms are subject to agreemed by many of those same site and beginning or change out and breast to public and the surf Agreeties but.



Approach to Innovation, incorporating both physical planning and a technology roadmap, that includes a series of key innovations and technologies while creating the conditions for others to build on

Investment in Economic Development

including the catalytic impact of Google jobs, and support for an urban innovation cluster

Patient Capital that has a different return profile and objectives than both traditional real estate and traditional venture investing, enabling more robust R&D than typical urban development

Innovative Infrastructure Financing that fills a gap in the capital markets, and creates a path for infrastructure delivery that both proceeds at a rapid pace and achieves ambitious sustainability and quality of life goals



Sidewalk as Catalyst

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Sidewalk Labs aims to fill gaps that the public and private sectors are currently unable to fulfill themselves, to help deliver a series of outcomes that meet the shared objectives of all stakeholders. This reflects the feedback we have received from stakeholders in Toronto—to act as catalyst and do the minimum amount necessary for the project to flourish while creating the conditions for others to build on.

SIDE WALK LABS

Innovation Proofs of Concept on a new set of programmatic opportunities and technologies, including buildings, by taking the initial risks that run counter to current market forces.

A New Economic
Engine for Toronto
catalyzed by a
commitment of
Google Jobs and the
seed funding for an
Urban Innovation
Institute, that
becomes the home of
a global cluster in
urban innovation.

A New Standard for Affordable Housing that serves the need of a more diverse set of residents and enables more inclusive mixed-use communities. A New Standard for Data and Privacy including the establishment of an independent Civic Data Trust, which we hope will serve as model of urban innovation around the world. Enabling
Infrastructure
including LRT and next
generation district utility
systems, spurring
outsized impact on
quality of life,
accelerating
development, and
creating more robust
economic growth.

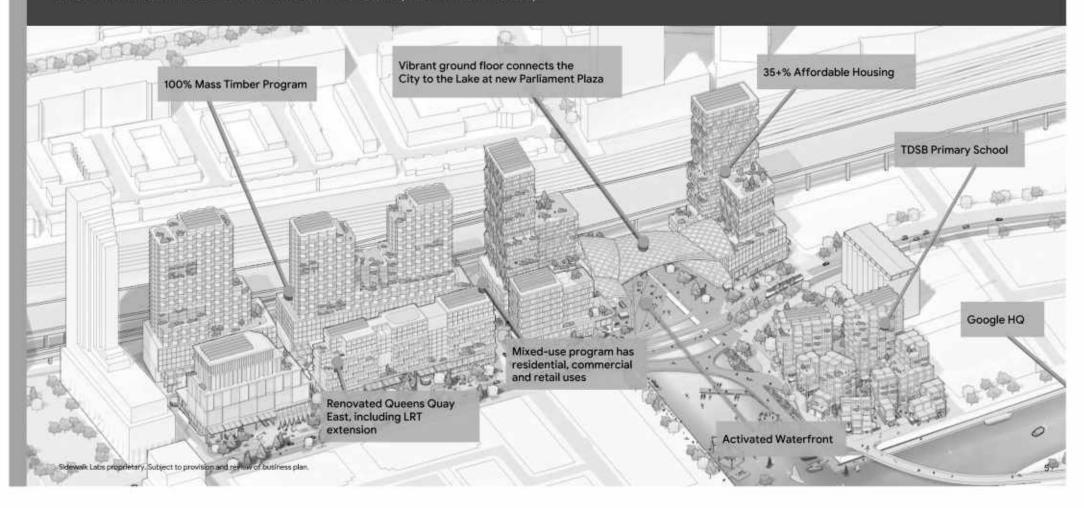
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New Approaches to Urban Development

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Quayside will be the beginning of a new approach to urban development on Toronto's Eastern Waterfront that sets a new standard for urban development in the 21st century.

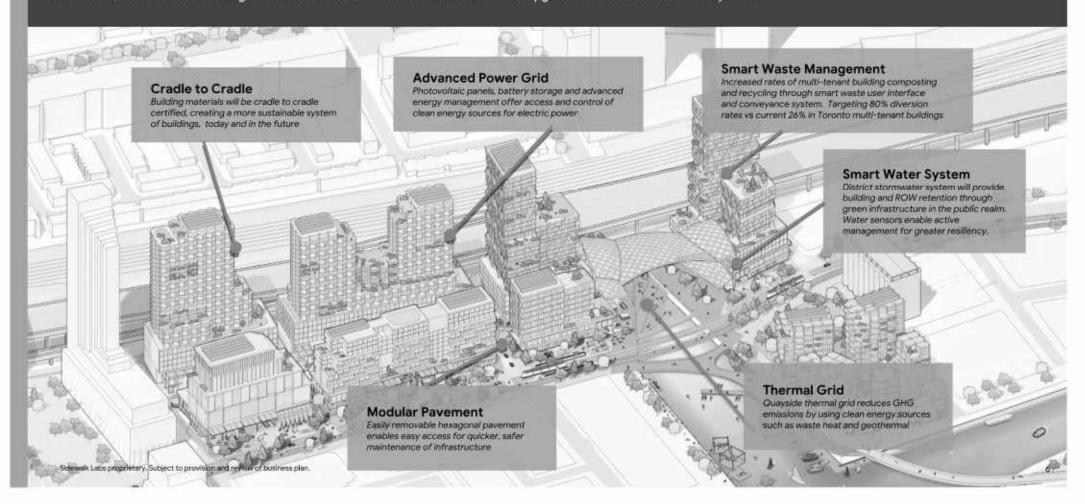


Starting the Path to Climate Positive

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At Quayside, Sidewalk Labs will invest in a series of innovations that drastically reduce the level greenhouse gas (GHG) emissions, enable smarter management of resources, and reduce the cost of future upgrade and maintenance to the system.

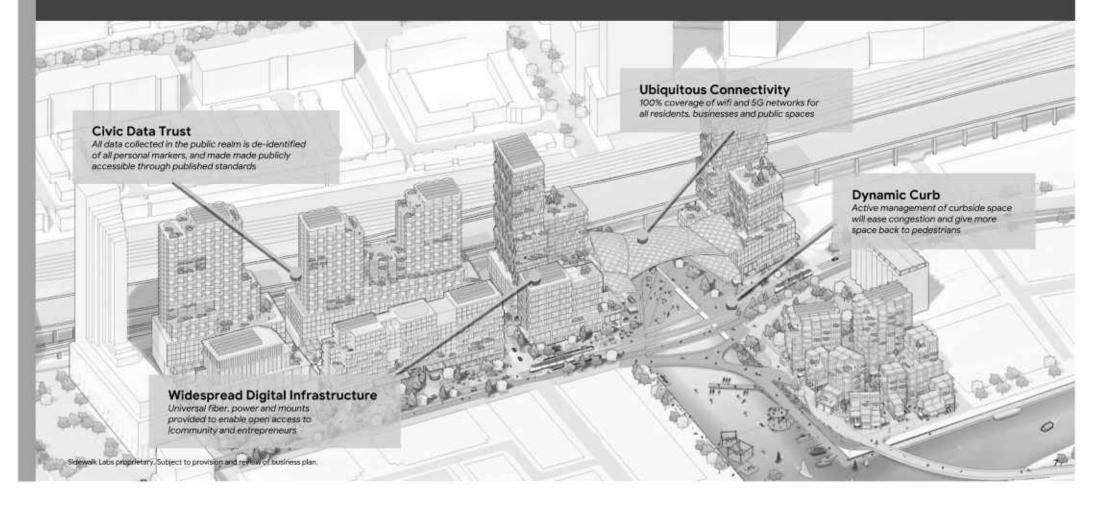


Piloting Digital Innovations

Quayside will be a fully connected neighbourhood and a testbed for digital innovations within Sidewalk Toronto's responsible data use framework.

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Testing New Mobility & Enhanced Public Space

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Innovations in mobility management and building systems, combined with great urban design will create porous ground floor space that breaks down barriers between different uses and prioritizes the pedestrian experience.



A New Economic Engine for Toronto

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We believe the project can make Toronto the global hub in the field of urban innovation, catalyzing thousands of new jobs and generating billions in investment.

Economic growth within the project geography, and Toronto more broadly, would be driven by a series of key components:

- Significant increase in Google jobs over 10 years in the Eastern Waterfront as an initial catalyst
- . An Urban Innovation Institute, leveraging the unique physical and digital infrastructure in Sidewalk Toronto to do cutting edge research, incubate new startups, and cultivate the next generation of urban innovators, would be a second catalyst. Sidewalk is prepared to make an initial seed investment to create the Institute.
- Together these two catalysts will spark a cluster in urban innovation, drawing entrepreneurs and companies from around the world to the laboratory on Toronto's Eastern Waterfront
 - EXAMPLE: Sidewalk's commitment to Mass Timber would accelerate step-change growth in the forestry, design and timber manufacturing industries
 - EXAMPLE: Sidewalk's unique approach to ground floor space, a flexible building system. we call "Stoa", would enable a unique range of ground floor uses that encourage small business and entrepreneurship growth within mixed-use neighbourhoods
- Sidewalk has commissioned an independent third party, UrbanMetrics, to complete an Economic Impact Report on the Sidewalk Toronto Project, which will include estimates for job creation, both construction and ongoing investment, GDP growth, and incremental city revenues. We look forward to sharing that report upon its completion.



Google Canadian HQ

An new economic cluster on the Eastern Waterfront would be anchored by a significant commitment of Google jobs located at a campus on Villiers Island.

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We have explored a series of design options for a Google Campus, including an approximately 1.5M-2M SF location on the western side of Villiers Island, located on a planned LRT stop.

This campus would have seats for a significant increase of Google jobs.

Within a brand new campus we imagine including a 600K-1M SF headquarters, integrated with a mix of other uses and amenities (commercial partners, retail, education, non-profit).



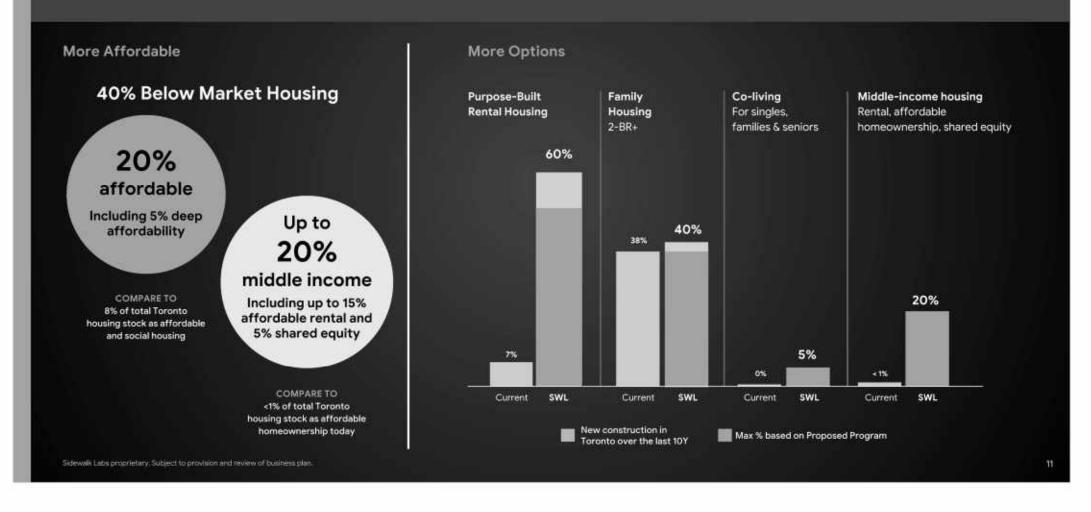


A New Standard for Affordable Housing

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Our targets for affordable housing on Quayside and Villiers West would increase the provision of affordable housing by almost 4x compared to usual waterfront development in Toronto, and serve a much broader portion of the population.



A New Standard for Data and Privacy

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Data can play a role in improving the day-to-day operation of the neighbourhood, leading to a more sustainable, accessible and responsible place to live. Sidewalk Labs will receive no special treatment and will not sell personal information or use it for advertising purposes.

Civic Data Trust

An independent entity to control, manage, and make publicly accessible all data that could reasonably be considered a public asset, and a set of rules that would apply to all entities operating in Quayside, including Sidewalk Labs.

RDUA

Responsible Data Use Assessment

Publicly auditable assessment for all public and private digital services required before data is collected and used.

Open Standards

Sidewalk will base its technology on open standards, making it easy for others to build and connect new services, offer competitive alternatives, and drive innovation.

RDU Guidelines

Responsible Data Use Guidelines

Application of the guidelines to all parties in Quayside, not just Sidewalk Labs, to put personal privacy and the public good first, while fostering innovation.

A New Global Standard for the Use of Urban Data

Sidewalk's proposed approach to digital governance in Guayside will demonstrate to Toronto, Canada, and the rest of the world that cities do not need to sacrifice their values of inclusion and privacy for opportunity in the digital age.

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Quayside in Context

The economic and conceptual viability of many elements of the Quayside site plan may only be possible at a larger scale. The good will represent accepts and proposals developed to libraries Late in constitution with a review of state-cidery. All sufficiently and proposals are subject to approval by many of these same state-cidery and proposals are not just to approval by many of these same state-cidery and real frequency public problem and Applicate for



Thinking at Scale

- From the RFP through the PDA, Waterfront Toronto has always sought solutions to address how we can maximize the impact of the shared objectives of the City, Province, Waterfront Toronto, and Sidewalk Labs, and we have responded as such.
- We believe that while Quayside will be an impactful starting point, scale actually plays a significant role because:
 - The impact of each individual innovation increases (for example, additional affordable housing, greater synergies in cutting carbon emissions, greater ability to reduce car trips, greater catalyzation of the tall timber industry)
 - Greater scale than 12 acres is likely needed given the initial investment in prototypes at Quayside
 - Holistic thinking is what can accelerate the provision of infrastructure on the Eastern Waterfront, and more quickly unlock the value of the Port Lands envisioned in the Port Lands Planning Framework
- Scale means different things for different outcomes and investments.

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Impacts that Can Only Be Achieved with Scale

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The impact of Individual systems increases exponentially as the scale of the project increases.

Buildings	Mobility	Active Ground Floor	Sustainability	Freight
Meaningful reductions in costs (critical to achieving aggressive housing affordability savings) using factory-built timber buildings only works at scale.	AVs only work at scale, enabling the achievement of mobility-as-a-service and lower family transportation costs	Retail model enabling a much more dynamic retail environment and opportunity for small business built on Stoa and new building typologies only works at scale.	Achieving climate positive and building savings in energy costs with the thermal grid only are achieved at scale.	Business model for an Urban Consolidation Center and freight tunnels works at scale

Information Act /Révisé en vertu de la Loi sur l'accés à l'information

Transaction Principles

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An IDEA District on the Eastern Waterfront

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The City of Toronto would create an "Innovative Development and Economic Activation District" —an IDEA District— corresponding to the project geography, to create the governance necessary to implement the Project. Waterfront Toronto would be the administrator of this district.

The IDEA District would leverage the combination of three elements to deliver on the project's public policy objectives:

- A newly empowered Waterfront Toronto in an oversight and administrative role
 - Defined mission to promote innovation and development within the geography, and the mandate to oversee and steer key real estate, infrastructure, and technology decisions.
 - To be effective, this administrator must be accountable to the public: receive well-defined powers over development activity and the deployment of infrastructure within the jurisdiction; and engage seamlessly with other government agencies.
- 2. A custom set of regulatory, and policy tools—"An Innovation Framework"
 - A set of regulatory and policy tools (across categories like mobility, sustainability, housing, buildings) designed to foster the necessary conditions for delivering on the promise of the MIDP and using its success as a catalyst for spurring economic growth throughout the waterfront
 - 3 categories of reforms: (1) targeted relief from requirements (e.g., reduce parking requirements); (2) enhanced requirements for new developments (e.g., on-going performance targets related to carbon emissions); (3) legal authorization for management entities (e.g., a non-profit public realm management entity)
- 3. A special set of financing tools that enable the project to leverage its own value for implementation.
 - . Financing tools could address project value created through development charges, incremental property tax, and increased land value

All three levels of government would determine the contours of the IDEA District in the course of its establishment.

As Innovation and Funding Partner to Waterfront Toronto, Sidewalk Labs would assist in achieving ambitious policy goals and accelerate development throughout the IDEA District.

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (Summary)

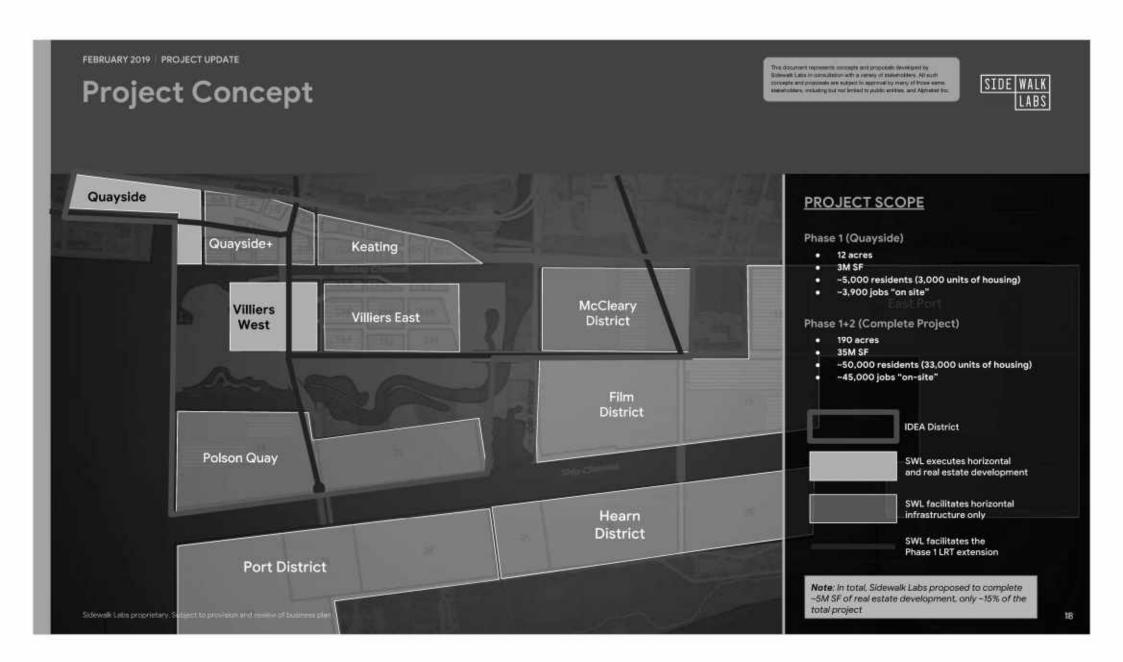
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As Innovation and Funding Partner, Sidewalk Labs' role—and corresponding business models—is best summarized in discrete components:

- 1. Planning Partner
- 2. Real Estate Research and Development
- 3. Real Estate Economic Development Catalyst
- 4. Infrastructure Financing
- 5. Horizontal Development Partner
- 6. Advanced Infrastructure Facilitator
- 7. Technology Deployment
- 8. Investments in Economic Development
- 9. Value Sharing

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (1 of 4)

Role	e	Description	Business Model
1	Planning Partner	In this role, Sidewalk Labs would support Waterfront Toronto in its role as IDEA District Administrator during the planning phases for each neighbourhood. This would include collaboration on:	Contractual relationship with Waterfront Toronto
		 The overarching Innovation Framework and updates, Precinct Plans, Master Infrastructure Plans, guidelines for individual parcels and development agreements with third-party real estate developers 	Sidewalk Labs to receive payment for its advisory role
2	Real Estate Research and Development	In this role, Sidewalk Labs would develop, in partnership with local development entities, approximately 3.0M SF at Quayside.	Traditional real estate development economics
		The explicit mission of this development would be to prototype innovations or programmatic decisions that would achieve WT's objectives, but, because they go against market pressures, would likely lead to a below market return.	Land price to be negotiated with Waterfront Toronto Profit-sharing with Waterfront Toronto if returns exceed certain threshold
		The current development plan includes approximately 3,000 units of housing (40% below market), room for 3,900 jobs, buildings entirely of tall timber, an expanded park network including the proposed Silo Park, a renovated Parliament Slip, and next generation infrastructure systems including: digital electricity, a thermal grid, and consolidated waste removal.	
3	Real Estate Economic Development Catalyst	In this role, Sidewalk Labs would develop, in partnership with local development entities, approximately 2.7M SF at Villiers West, relocating Google's Canadian HQ to the site.	Traditional real estate development economics
		The explicit mission of this development would be to create outsized economic growth through the relocation of the Google HQ into a mixed-use, open campus with multiple corporate tenants.	Land price to be negotiated with WT / City
			Profit-sharing with WT / City if returns exceed certain threshold

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (2 of 4)

Role	<u> </u>	Description	Business Model
4	Infrastructure Financing	In this role, Sidewalk Labs would fill a critical financing gap needed to deliver the full suite of infrastructure systems necessary to develop Quayside and the Eastern Waterfront on an accelerated schedule and achieve Waterfront Toronto's sustainability objectives.	 Sidewalk would be paid back on all equity commitments used to bridge the gap between the time funds were needed to begin construction and
		Even beyond the in-progress \$1.2B Don Mouth Naturalization Project flood protection, billions of additional investment in enabling infrastructure—LRT, plus systems like electricity, heating, water and sewage, road networks, and fiber, new parks and public space, and extensive environmental remediation—would be	funds were available from the project A financing fee would be applied to these funds
		necessary for complete communities to grow on the waterfront. Were the status quo to proceed, this infrastructure would likely be implemented piecemeal and incrementally, as funding became available through either government allocations or as City Development Charges were realized in initial phases of Eastern Waterfront development.	The funds used to pay back Sidewalk in this capacity would be either the Development Charges or Incremental Property Taxes allocated to fund the associated infrastructure project
		Sidewalk estimates that if Toronto were to create a "value-capture zone" in which Development Charges and incremental property taxes were reserved for this specific geography, it could generate -\$6B in value from the Project to pay for necessary infrastructure over the next -30 years.	Advanced Infrastructure Systems would be operated through third-party entities, often in partnership with current operators (like Toronto Hydro). Third-parties operators would be chosen by an open RFP process, and all respondents would have the OPTION of choosing to use Sidewalk Labs-provided funding as part of their approach.
		However, these traditional sources will not be available at the time needed to construct this infrastructure at the pace and scale required to deliver the outcomes WT desires, nor to achieve some of the more ambitious	
		policy objectives. As such, Sidewalk Labs will bridge this gap in two ways: 1) Providing financing in advance of public funds being available for infrastructure projects like the LRT,	
		parks, and utility systems. 2) Providing OPTIONAL "stapled financing" for Advanced Infrastructure systems that require innovative funding and operational models to achieve policy objectives	Sidewalk would receive contractual-based market economics if respondents elected to use this "stapled financing."

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (3 of 4)

Rol	е	Description	Business Model
5	Horizontal Development Partner	In this role, Sidewalk Labs would support Waterfront Toronto in its role as IDEA District Administrator during the infrastructure implementation phases for each neighbourhood. This would include collaboration on: • Delivery of systems such as parks, utility systems, site preparation work Division of responsibilities between the two organizations generally fall to each organization's strengths. Waterfront Toronto would provide operational excellence in line with what it delivered in past projects—flood mitigation, West Don Lands, Bayside. Sidewalk Labs would provide design support, as well as manage the coordination of funding, and innovative project elements. Note: This role can be shaped to meet the needs of all parties. From Sidewalk's perspective, a critical issue is the ability to have influence over the timing and management of the delivery of projects for which Sidewalk Labs' "bridge" financing is directly funding	Waterfront Toronto and Sidewalk Labs would split a traditional "Developer Fee" applied to the total infrastructure cost, split in proportion to the allocation of responsibilities and associated resource requirements
6	Advanced Infrastructure Facilitator	In this role, Sidewalk Labs would conduct initial design work, craft the RFP process, and coordinate the implementation among each Advanced Infrastructure system to ensure adherence to the project's innovation objectives.	Sidewalk Labs to be reimbursed for costs related to initial design work and managing the RFP process. These costs will be allocated on a system by system basis and reimbursed by the operators selected for each system

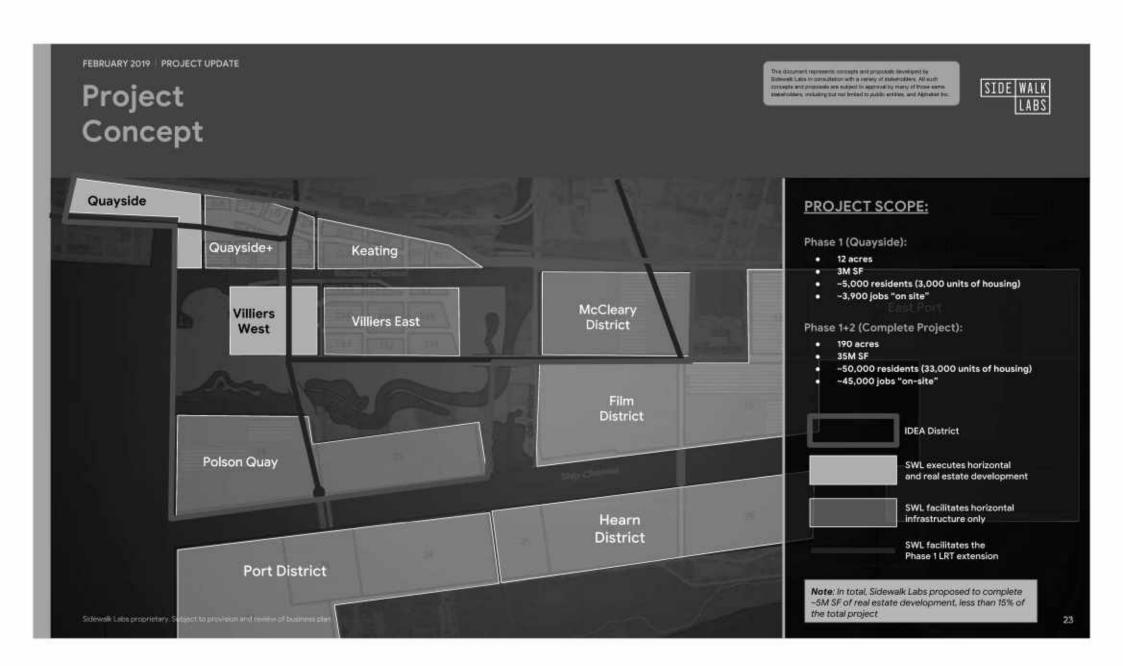
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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (4 of 4)

Role	9	Description	Business Model
7	Technology Deployment	In order to deliver on the project objectives, Sidewalk Labs would deploy a limited set of critical technologies. These technologies would be categorized as Purposeful Solutions, for which Sidewalk Labs and Waterfront Toronto would enter into agreements under predetermined and unique procurement and contractual rights.	Rights to prototype, test, and deploy negotiated on an individual basis with WT or relevant agency Value from IP created in "testbed" conditions shared with public entities
8	Investments in Economic Development	In order to capitalize on, and catalyze, the enormous economic potential inherent in the vision of the Project, Sidewalk Labs will invest in a series of economic development initiatives that will benefit both the project area and Toronto writ-large. Category 1 Investments: Google HQ: Urban Innovation Institute; Workforce Development Initiatives Category 2 Investments: Tall Timber Factory, Toronto-based Venture Fund	Category 1 No specific, direct return to Sidewalk Labs Category 2 These investments have their own economics.
9	Value Sharing	Because of the holistic value Sidewalk Labs is bringing to the project across the first 7 buckets on this chart, Sidewalk Labs would share in the incremental value created within the overall project geography through the disposition of publicly-held lands to third parties in the project geography. In particular, buckets 1,2,4,6, 7, and 8 reflect economic constructs for which Sidewalk Labs is deploying capital / resources at below market rates of return, and deferring any possible return on investment to the potential long-term value created through its partnership with WT.	When public land within the IDEA District is sold to third-party developers through a WT-managed public RFP process, the incremental value would be split in a TBD negotiated proportion between Government parties and Sidewalk Labs



Potential Phase 3 Expansion (Dual Option)

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In a potential Phase 3, the IDEA District would extend to south of the Ship Channel and there would be a mutual option for Toronto and Sidewalk Labs to deliver additional enabling infrastructure, including an extended LRT. The East Port and Film District have been excluded to protect existing uses.



Ensuring Accountability: Milestones & Phasing

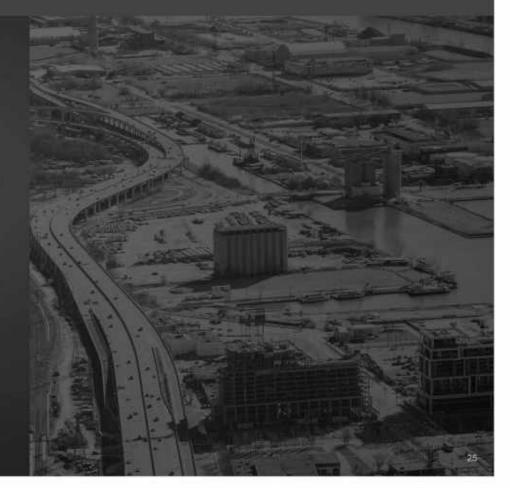
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As the project proceeds, we believe permission for the the IDEA District to expand should be rooted in the ability of the initial neighbourhoods to achieve stated objectives.

A potential construct to expand the zone for which the innovation guidelines apply within Phases 1+2 would be based on specific targets:

- Stage gates, included as part of an initial set of agreements, would set the parameters that would need to be achieved in order to expand the project geography. These could potentially include:
 - Number of units of below market housing
 - o Delivery of key infrastructure components by a given date





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BRIEFING NOTE TO THE MINISTER

UPDATE ON WATERFRONT TORONTO AND QUAYSIDE PROJECT

(For Information)

PURPOSE

 To provide an update on Waterfront Toronto and Sidewalk Lab's progress towards a Quayside project proposal.

HIGHLIGHTS/KEY CONSIDERATIONS

- Waterfront Toronto (Waterfront) and Sidewalk Labs (Sidewalk) are working in partnership to develop a proposed Master Innovation and Development Plan for the Quayside project.
- The Plan, which Waterfront and government partners have not yet seen, will likely comprise three volumes centered around:
 - o Infrastructure and real-estate development plans at different scales;
 - Various innovative solutions for deployment in the project; and,
 - Roles and responsibilities, business terms, and financial/commercial considerations.
- Waterfront is expecting to receive the Plan in March. The timing of a public release
 by Waterfront is shifting and will depend on when they receive the Plan and deem it
 ready for broad review. There is a question as to whether governments will see the
 Plan only at the same time as it is released publicly.
- In the meantime, to help inform development of the Plan, Waterfront and Sidewalk have been undertaking broad consultation with the public and external experts.
 Government partners have attended a number of these public engagement events to remain informed on the process as it has been unfolding.
- Waterfront and Sidewalk have also provided context briefings to the three orders of government which have similarly previewed elements of the Plan. These have touched upon Sidewalk's thinking around affordable housing, mobility public realm, buildings, sustainability, economic development and data governance.

This material included some preliminary ideas around business and financing models that Sidewalk is exploring for the development of Quayside.

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- Waterfront is looking at ways to evaluate the Plan once it is received, both for itself
 as well as the public, including with respect to adherence to the objectives set out in
 the original RFP and the Plan Development Agreement that followed.
- At a December 2018 Public Roundtable, Waterfront previewed its proposed evaluation framework. This illustrated how they might look at key aspects of the Plan, such as procurement, funding & financing, data governance, required government approvals, and alignment with their main objectives for Quayside. The framework continues to evolve as Waterfront seeks external expertise and advice.
- Government partners are also determining their respective approaches to reviewing
 the Plan and how to support Waterfront in its evaluation in advance of the Plan going
 to Waterfront's Board for approval. As the Quayside proposal is just a plan, any
 individual components ultimately approved for implementation will be subject to
 multiple City planning approvals in particular, as well as provincial/federal
 regulations as appropriate.

KEY BACKGROUND

- In 2017 Waterfront ran an RFP process seeking an Innovation and Funding Partner
 to help create a plan for a neighbourhood of the future. This led to the eventual
 selection and later signing of the (publicly available) Plan Development Agreement
 with Sidewalk Labs, which sets out objectives and basic terms and principles for
 developing a plan for Quayside on a specific 12-acre site, and allows some scope to
 offer ideas for plans "at scale".
- Governments have encouraged Waterfront and Sidewalk to be highly attentive to
 public consultation, transparency and outreach during the planning phase and to
 establish appropriate bodies to provide guidance, such as the arms-length Digital
 Strategy Advisory Panel that is currently in place. Waterfront must also ensure that
 the Plan is meeting the Plan is meeting the terms of its own RFP process, and
 identify things being proposed that may require policy changes by the three orders of
 government.
- INFC has been working closely with Innovation, Science and Economic
 Development (ISED) to leverage their expertise with respect to data governance and
 privacy. ISED has been kept regularly informed of Quayside developments and
 invited to various public engagement events. The results of the National

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Consultation on Digital and Data Transformation, led by Minister Bains, are expected to shape the Government of Canada's review of the tech aspects of the Plan.

NEXT STEPS

- Infrastructure Canada will continue to support Waterfront Toronto through this
 process and engage with them on key aspects of the Plan as it comes together.
- The Department stands ready to receive and share horizontally the Plan and provide you with an overview once we receive it.
- We will keep you apprised of public review outcomes and Waterfront's timeline for bringing the Plan forward to its Board for consideration.

Kelly Gillis	Nau 4/28 Date
Deputy Minister Infrastructure and Communities	

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Attachments:

Annex A - Project Update, February 14, 2019 (Sidewalk Labs)

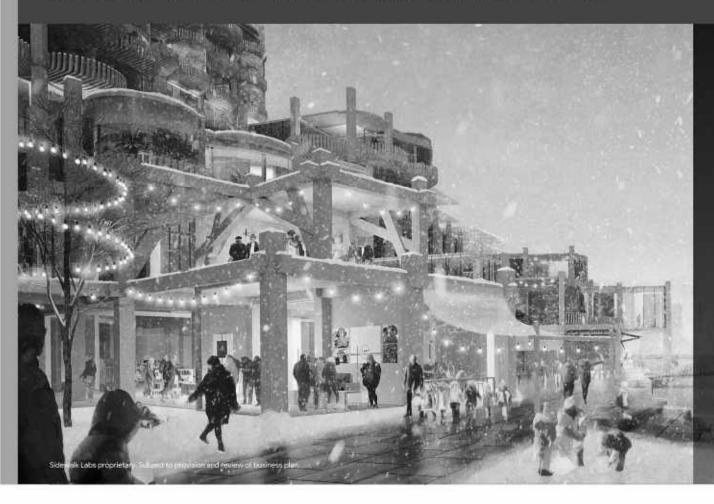


Key Objectives

Waterfront Toronto, the three levels of government, and Sidewalk Labs have certain objectives that must be aligned in order to unlock the Eastern Waterfront and enable the city to realize the area's untapped potential.

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What We've Heard: Policy Objectives

- Strong economic growth and thousands of new jobs while protecting existing industries in the Eastern Waterfront, including film
- · Substantial increase in affordable housing
- A series of other public policy outcomes to address certain urban challenges, including sustainability and congestion

What We've Heard: Deal Objectives

- · Build off success-prove the model
- Adequate government control to ensure the best outcomes for citizens
- Ensure the local development community plays a prominent role in developing the Eastern Waterfront
- Appropriate standard for data and privacy

Sidewalk Labs Objectives

- Sufficient scale to achieve its objectives and prove the ability of its approach to positively impact urban quality of life
- Adequate return on its investment

What Sidewalk Can Uniquely Bring

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Sidewalk was formed to function at the intersection of urban planning, technology, and policy. The team we have brought together and the operating model we have developed reflect a unique set of capabilities.

Approach to Innovation, incorporating both physical planning and a technology roadmap, that includes a series of key innovations and technologies while creating the conditions for others to build on

Investment in Economic Development

including the catalytic impact of Google jobs, and support for an urban innovation cluster

Patient Capital that has a different return profile and objectives than both traditional real estate and traditional venture investing, enabling more robust R&D than typical urban development

Innovative Infrastructure Financing that fills a gap in the capital markets, and creates a path for infrastructure delivery that both proceeds at a rapid pace and achieves ambitious sustainability and quality of life goals



Sidewalk as Catalyst

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Sidewalk Labs aims to fill gaps that the public and private sectors are currently unable to fulfill themselves, to help deliver a series of outcomes that meet the shared objectives of all stakeholders. This reflects the feedback we have received from stakeholders in Toronto—to act as catalyst and do the minimum amount necessary for the project to flourish while creating the conditions for others to build on.

SIDE WALK LABS

Innovation Proofs
of Concept
on a new set of
programmatic
opportunities and
technologies,
including
buildings, by taking
the initial risks that
run counter to current
market forces.

A New Economic
Engine for Toronto
catalyzed by a
commitment of
Google Jobs and the
seed funding for an
Urban Innovation
Institute, that
becomes the home of
a global cluster in
urban innovation.

A New Standard for Affordable Housing that serves the need of a more diverse set of residents and enables more inclusive mixed-use communities.

A New Standard for Data and Privacy including the establishment of an independent Civic Data Trust, which we hope will serve as model of urban innovation around the world. Enabling
Infrastructure
including LRT and next
generation district utility
systems, spurring
outsized impact on
quality of life,
accelerating
development, and
creating more robust
economic growth.

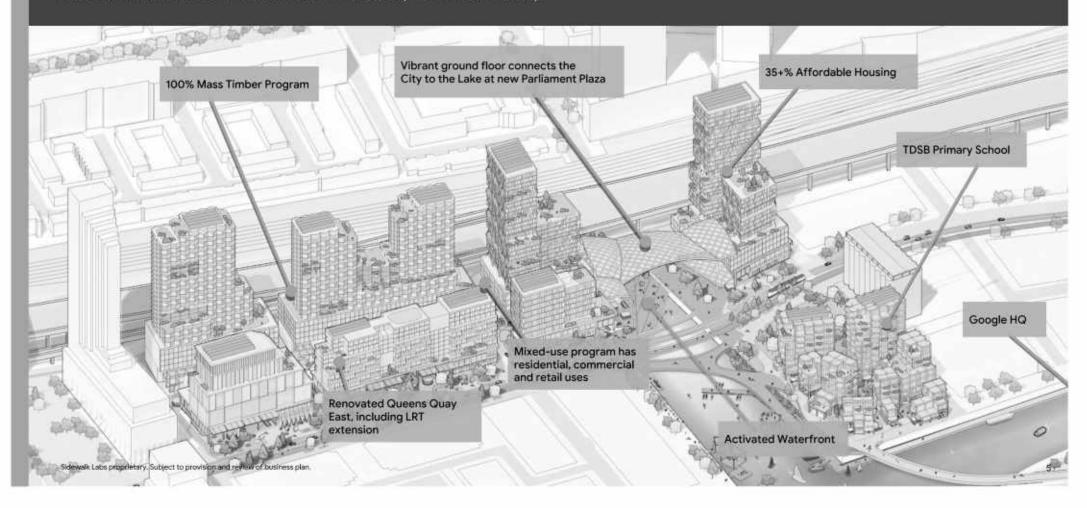
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New Approaches to Urban Development

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Quayside will be the beginning of a new approach to urban development on Toronto's Eastern Waterfront that sets a new standard for urban development in the 21st century.

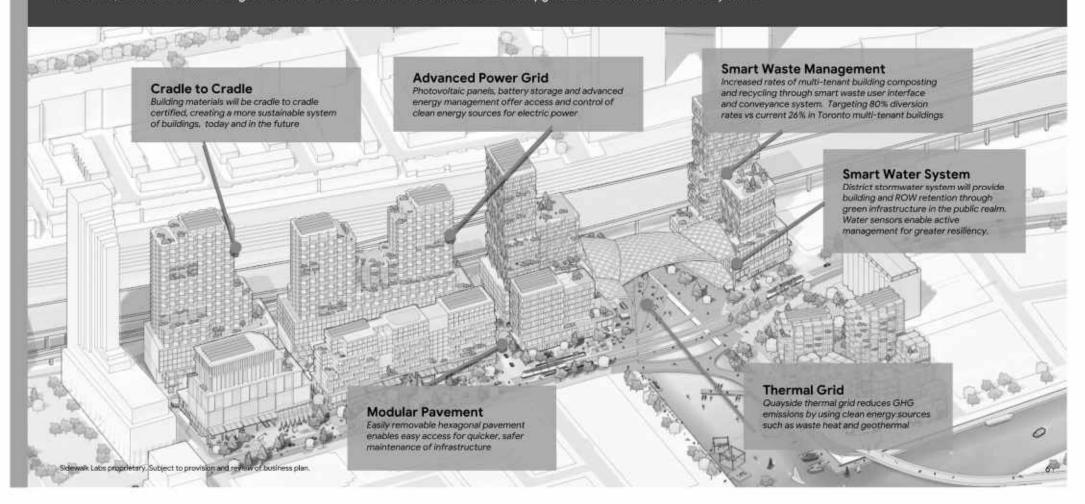


Starting the Path to Climate Positive

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At Quayside, Sidewalk Labs will invest in a series of innovations that drastically reduce the level greenhouse gas (GHG) emissions, enable smarter management of resources, and reduce the cost of future upgrade and maintenance to the system.

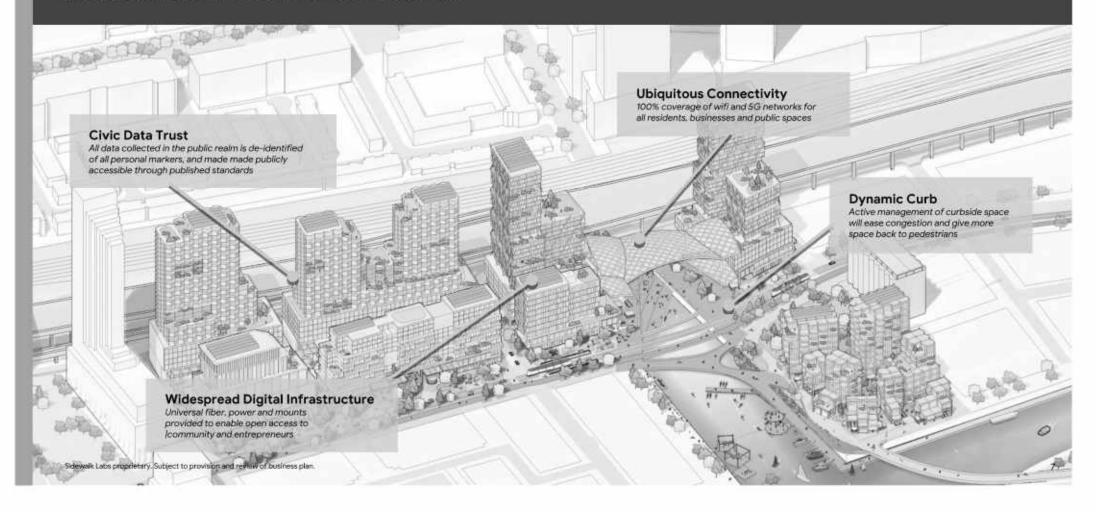


Piloting Digital Innovations

Quayside will be a fully connected neighbourhood and a testbed for digital innovations within Sidewalk Toronto's responsible data use framework.

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Testing New Mobility & Enhanced Public Space

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Innovations in mobility management and building systems, combined with great urban design will create porous ground floor space that breaks down barriers between different uses and prioritizes the pedestrian experience.



A New Economic Engine for Toronto

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We believe the project can make Toronto the global hub in the field of urban innovation, catalyzing thousands of new jobs and generating billions in investment.

Economic growth within the project geography, and Toronto more broadly, would be driven by a series of key components:

- Significant increase in Google jobs over 10 years in the Eastern Waterfront as an initial catalyst
- . An Urban Innovation Institute, leveraging the unique physical and digital infrastructure in Sidewalk Toronto to do cutting edge research, incubate new startups, and cultivate the next generation of urban innovators, would be a second catalyst. Sidewalk is prepared to make an initial seed investment to create the Institute.
- Together these two catalysts will spark a cluster in urban innovation, drawing entrepreneurs and companies from around the world to the laboratory on Toronto's Eastern Waterfront
 - EXAMPLE: Sidewalk's commitment to Mass Timber would accelerate step-change growth in the forestry, design and timber manufacturing industries
 - EXAMPLE: Sidewalk's unique approach to ground floor space, a flexible building system. we call "Stoa", would enable a unique range of ground floor uses that encourage small business and entrepreneurship growth within mixed-use neighbourhoods
- Sidewalk has commissioned an independent third party, UrbanMetrics, to complete an Economic Impact Report on the Sidewalk Toronto Project, which will include estimates for job creation, both construction and ongoing investment, GDP growth, and incremental city revenues. We look forward to sharing that report upon its completion.



Google Canadian HQ

An new economic cluster on the Eastern Waterfront would be anchored by a significant commitment of Google jobs located at a campus on Villiers Island.

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We have explored a series of design options for a Google Campus, including an approximately 1.5M-2M SF location on the western side of Villiers Island, located on a planned LRT stop.

This campus would have seats for a significant increase of Google jobs.

Within a brand new campus we imagine including a 600K–1M SF headquarters, integrated with a mix of other uses and amenities (commercial partners, retail, education, non-profit).



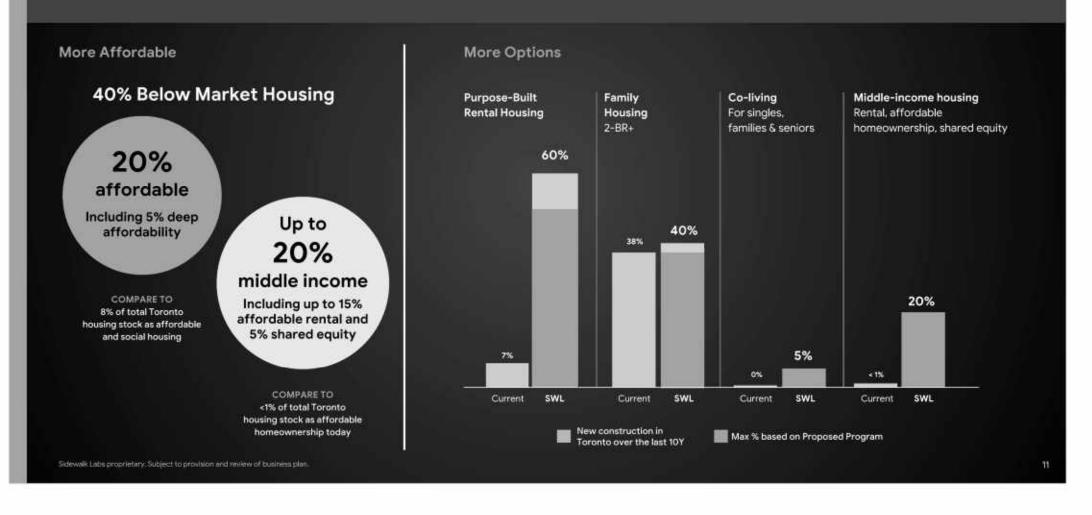


A New Standard for Affordable Housing

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Our targets for affordable housing on Quayside and Villiers West would increase the provision of affordable housing by almost 4x compared to usual waterfront development in Toronto, and serve a much broader portion of the population.



A New Standard for Data and Privacy

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Data can play a role in improving the day-to-day operation of the neighbourhood, leading to a more sustainable, accessible and responsible place to live. Sidewalk Labs will receive no special treatment and will not sell personal information or use it for advertising purposes.

Civic Data Trust

An independent entity to control, manage, and make publicly accessible all data that could reasonably be considered a public asset, and a set of rules that would apply to all entities operating in Quayside, including Sidewalk Labs.

RDUA

Responsible Data Use Assessment

Publicly auditable assessment for all public and private digital services required before data is collected and used.

Open Standards

Sidewalk will base its technology on open standards, making it easy for others to build and connect new services, offer competitive alternatives, and drive innovation.

RDU Guidelines

Responsible Data Use Guidelines

Application of the guidelines to all parties in Quayside, not just Sidewalk Labs, to put personal privacy and the public good first, while fostering innovation.

A New Global Standard for the Use of Urban Data

Sidewalk's proposed approach to digital governance in Guayside will demonstrate to Toronto, Canada, and the rest of the world that cities do not need to sacrifice their values of inclusion and privacy for opportunity in the digital age.

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Quayside in Context

The economic and conceptual viability of many elements of the Quayside site plan may only be possible at a larger scale. The document represents succepts and proposals developed to libraries Late in consultation with a review of state-ciders. All sufficiently and proposals are subject to approval by many of those same state-ciders, excluding our or invited public arising any Agmental by:



Thinking at Scale

- From the RFP through the PDA, Waterfront Toronto has always sought solutions to address how we can maximize the impact of the shared objectives of the City, Province, Waterfront Toronto, and Sidewalk Labs, and we have responded as such.
- We believe that while Quayside will be an impactful starting point, scale actually plays a significant role because:
 - The impact of each individual innovation increases (for example, additional affordable housing, greater synergies in cutting carbon emissions, greater ability to reduce car trips, greater catalyzation of the tall timber industry)
 - Greater scale than 12 acres is likely needed given the initial investment in prototypes at Quayside
 - Holistic thinking is what can accelerate the provision of infrastructure on the Eastern Waterfront, and more quickly unlock the value of the Port Lands envisioned in the Port Lands Planning Framework
- Scale means different things for different outcomes and investments.

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Impacts that Can Only Be Achieved with Scale

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The impact of Individual systems increases exponentially as the scale of the project increases.

Buildings	Mobility	Active Ground Floor	Sustainability	Freight
Meaningful reductions in costs (critical to achieving aggressive housing affordability savings) using factory-built timber buildings only works at scale.	AVs only work at scale, enabling the achievement of mobility-as-a-service and lower family transportation costs	Retail model enabling a much more dynamic retail environment and opportunity for small business built on Stoa and new building typologies only works at scale.	Achieving climate positive and building savings in energy costs with the thermal grid only are achieved at scale.	Business model for an Urban Consolidation Center and freight tunnels works at scale

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Transaction Principles

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In designing a conceptual framework for an overarching transaction, Sidewalk Labs has followed a set of principles designed to meet all parties' objectives.

Transaction Principles

- Design a "win-win" structure in which the economic incentives for government and Sidewalk are aligned and transparent
- Ensure that experimentation and prototyping remain core to the project, while protecting government and the public from unreasonable downside risk
- Limit Sidewalk's role to the minimum amount necessary needed for the project to achieve its objectives to the fullest, and
 ensure third-party participation—particularly in real estate development
- Create a structure that enables Sidewalk to shoulder the burden of upfront risk, and be compensated in later stages
- Whenever possible, create discrete deal components in order to simplify and de-risk the transaction
- Whenever possible, utilize financing and implementation mechanisms based on precedents that have been validated previously, particularly in Toronto
- Incorporate stage gates and specific metrics for accountability

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An IDEA District on the Eastern Waterfront

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 - To be effective, this administrator must be accountable to the public: receive well-defined powers over development activity and the deployment of infrastructure within the jurisdiction; and engage seamlessly with other government agencies.
- 2. A custom set of regulatory, and policy tools—"An Innovation Framework"
 - A set of regulatory and policy tools (across categories like mobility, sustainability, housing, buildings) designed to foster the necessary conditions for delivering on the promise of the MIDP and using its success as a catalyst for spurring economic growth throughout the waterfront
 - 3 categories of reforms: (1) targeted relief from requirements (e.g., reduce parking requirements); (2) enhanced requirements for new developments (e.g., on-going performance targets related to carbon emissions); (3) legal authorization for management entities (e.g., a non-profit public realm management entity)
- 3. A special set of financing tools that enable the project to leverage its own value for implementation.
 - . Financing tools could address project value created through development charges, incremental property tax, and increased land value

All three levels of government would determine the contours of the IDEA District in the course of its establishment.

As Innovation and Funding Partner to Waterfront Toronto, Sidewalk Labs would assist in achieving ambitious policy goals and accelerate development throughout the IDEA District.

Sidewalk Labs proprietary. Subject to provision and review of business plan.

Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (Summary)

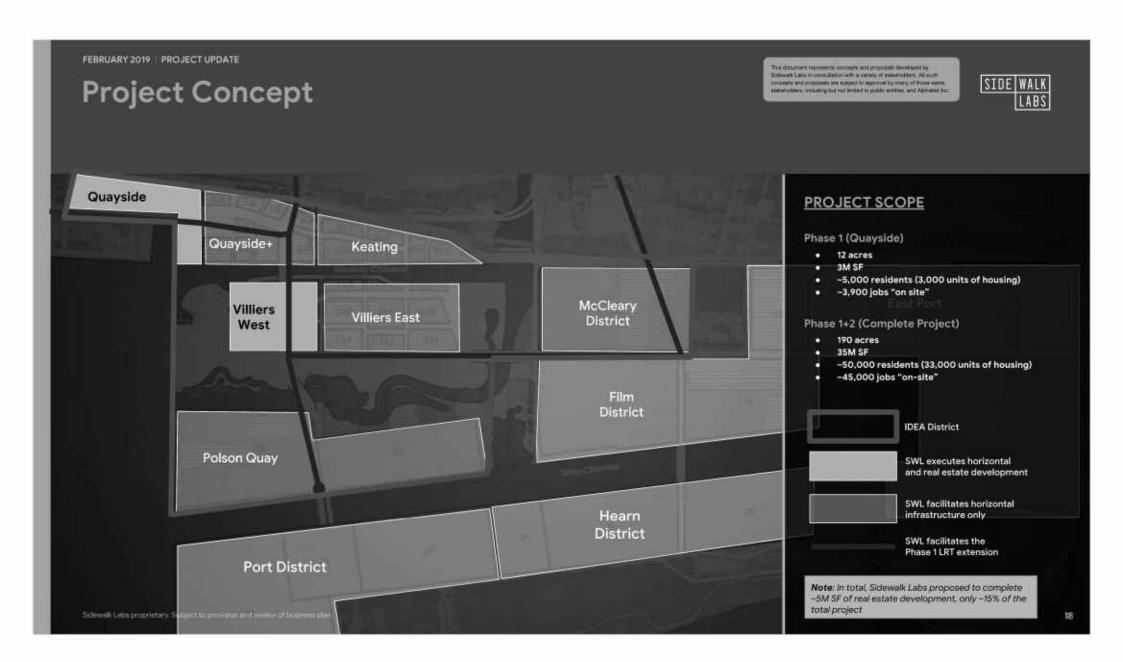
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As Innovation and Funding Partner, Sidewalk Labs' role—and corresponding business models—is best summarized in discrete components:

- 1. Planning Partner
- 2. Real Estate Research and Development
- 3. Real Estate Economic Development Catalyst
- 4. Infrastructure Financing
- 5. Horizontal Development Partner
- 6. Advanced Infrastructure Facilitator
- 7. Technology Deployment
- 8. Investments in Economic Development
- 9. Value Sharing

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (1 of 4)

Role		Description	Business Model		
1	Planning Partner	In this role, Sidewalk Labs would support Waterfront Toronto in its role as IDEA District Administrator during the planning phases for each neighbourhood. This would include collaboration on:	Contractual relationship with Waterfront Toronto		
		 The overarching Innovation Framework and updates, Precinct Plans, Master Infrastructure Plans, guidelines for individual parcels and development agreements with third-party real estate developers 	Sidewalk Labs to receive payment for its advisory role		
2	Real Estate Research and	In this role, Sidewalk Labs would develop, in partnership with local development entities, approximately 3.0M SF at Quayside.	Traditional real estate development economics		
	Development	The explicit mission of this development would be to prototype innovations or programmatic decisions that would achieve WT's objectives, but, because they go against market pressures, would likely lead to a below market return.	Land price to be negotiated with Waterfront Toronto		
		The current development plan includes approximately 3,000 units of housing (40% below market), room for 3,900 jobs, buildings entirely of tall timber, an expanded park network including the proposed Silo Park, a renovated Parliament Slip, and next generation infrastructure systems including: digital electricity, a thermal grid, and consolidated waste removal.	Profit-sharing with Waterfront Toronto if returns exceed certain threshold		
3	Real Estate Economic Development Catalyst	In this role, Sidewalk Labs would develop, in partnership with local development entities, approximately 2.7M SF at Villiers West, relocating Google's Canadian HQ to the site.	Traditional real estate development economics		
		The explicit mission of this development would be to create outsized economic growth through the relocation of the Google HQ into a mixed-use, open campus with multiple corporate tenants.	Land price to be negotiated with WT / City		
			Profit-sharing with WT / City if returns exceed certain threshold		

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (2 of 4)

Role		Description	Business Model		
4	Infrastructure Financing	In this role, Sidewalk Labs would fill a critical financing gap needed to deliver the full suite of infrastructure systems necessary to develop Quayside and the Eastern Waterfront on an accelerated schedule and achieve Waterfront Toronto's sustainability objectives. Even beyond the in-progress \$1.2B Don Mouth Naturalization Project flood protection, billions of additional investment in enabling infrastructure—LRT, plus systems like electricity, heating, water and sewage, road networks, and fiber, new parks and public space, and extensive environmental remediation—would be necessary for complete communities to grow on the waterfront. Were the status quo to proceed, this infrastructure would likely be implemented piecemeal and incrementally.	1) Sidewalk would be paid back on all equity commitments used to bridge the gap between the time funds were needed to begin construction and funds were available from the project A financing fee would be applied to these funds The funds used to pay back Sidewalk in this capacity would be either the Development		
		as funding became available through either government allocations or as City Development Charges were realized in initial phases of Eastern Waterfront development. Sidewalk estimates that if Toronto were to create a "value-capture zone" in which Development Charges and	Charges or Incremental Property Taxes allocated to fund the associated infrastructure project		
		incremental property taxes were reserved for this specific geography, it could generate -\$6B in value from the Project to pay for necessary infrastructure over the next -30 years. However, these traditional sources will not be available at the time needed to construct this infrastructure at the pace and scale required to deliver the outcomes WT desires, nor to achieve some of the more ambitious	Advanced Infrastructure Systems would be operated through third-party entities, often in partnership with current operators (like Toronto Hydro).		
		policy objectives. As such, Sidewalk Labs will bridge this gap in two ways: 1) Providing financing in advance of public funds being available for infrastructure projects like the LRT,	Third-parties operators would be chosen by an open RFP process, and all respondents would have the OPTION of choosing to use Sidewalk Labs-provided funding as part of their approach.		
		parks, and utility systems. 2) Providing OPTIONAL "stapled financing" for Advanced Infrastructure systems that require innovative funding and operational models to achieve policy objectives	Sidewalk would receive contractual-based market economics if respondents elected to use this "stapled financing."		

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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (3 of 4)

Role		Description		Business Model		
5	Horizontal Development Partner	In this role, Sidewalk Labs would support Waterfront Toronto in its role as IDEA District Administrator during the infrastructure implementation phases for each neighbourhood. This would include collaboration on: • Delivery of systems such as parks, utility systems, site preparation work Division of responsibilities between the two organizations generally fall to each organization's strengths. Waterfront Toronto would provide operational excellence in line with what it delivered in past projects—flood mitigation, West Don Lands, Bayside. Sidewalk Labs would provide design support, as well as manage the coordination of funding, and innovative project elements. Note: This role can be shaped to meet the needs of all parties. From Sidewalk's perspective, a critical issue is the ability to have influence over the timing and management of the delivery of projects for which Sidewalk Labs' "bridge" financing is directly funding		Waterfront Toronto and Sidewalk Labs would split a traditional "Developer Fee" applied to the total infrastructure cost, split in proportion to the allocation of responsibilities and associated resource requirements		
6	Advanced Infrastructure Facilitator	In this role, Sidewalk Labs would conduct initial design work, craft the RFP process, and coordinate the implementation among each Advanced Infrastructure system to ensure adherence to the project's innovation objectives.	•	Sidewalk Labs to be reimbursed for costs related to initial design work and managing the RFP process. These costs will be allocated on a system by system basis and reimbursed by the operators selected for each system		

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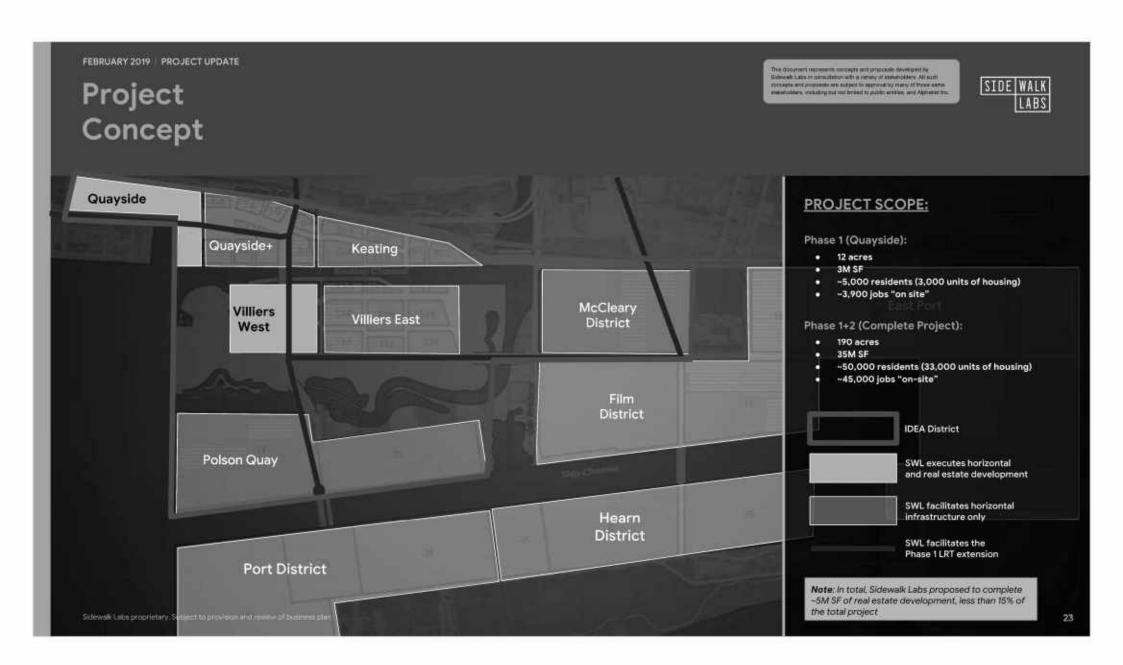
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Transactional Framework: Sidewalk Labs as Innovation and Funding Partner (4 of 4)

Role	e	Description	Business Model
7	Technology Deployment	In order to deliver on the project objectives, Sidewalk Labs would deploy a limited set of critical technologies. These technologies would be categorized as Purposeful Solutions, for which Sidewalk Labs and Waterfront Toronto would enter into agreements under predetermined and unique procurement and contractual rights.	Rights to prototype, test, and deploy negotiated on an individual basis with WT or relevant agency Value from IP created in "testbed" conditions shared with public entities
8	Investments in Economic Development	In order to capitalize on, and catalyze, the enormous economic potential inherent in the vision of the Project, Sidewalk Labs will invest in a series of economic development initiatives that will benefit both the project area and Toronto writ-large. Category 1 Investments: Google HQ; Urban Innovation Institute; Workforce Development Initiatives Category 2 Investments; Tall Timber Factory, Toronto-based Venture Fund	Category 1 No specific, direct return to Sidewalk Labs Category 2 These investments have their own economics.
9	Value Sharing	Because of the holistic value Sidewalk Labs is bringing to the project across the first 7 buckets on this chart, Sidewalk Labs would share in the incremental value created within the overall project geography through the disposition of publicly-held lands to third parties in the project geography. In particular, buckets 1,2,4,6, 7, and 8 reflect economic constructs for which Sidewalk Labs is deploying capital / resources at below market rates of return, and deferring any possible return on investment to the potential long-term value created through its partnership with WT.	When public land within the IDEA District is sold to third-party developers through a WT-managed public RFP process, the incremental value would be split in a TBD negotiated proportion between Government parties and Sidewalk Labs

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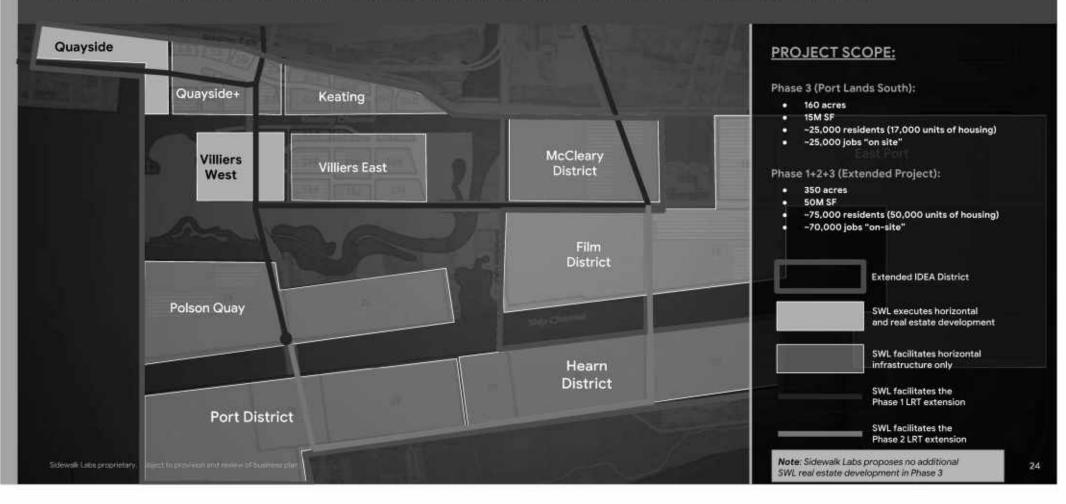
FEBRUARY 2019 PROJECT UPDATE

Potential Phase 3 Expansion (Dual Option)

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In a potential Phase 3, the IDEA District would extend to south of the Ship Channel and there would be a mutual option for Toronto and Sidewalk Labs to deliver additional enabling infrastructure, including an extended LRT. The East Port and Film District have been excluded to protect existing uses.



Ensuring Accountability: Milestones & Phasing

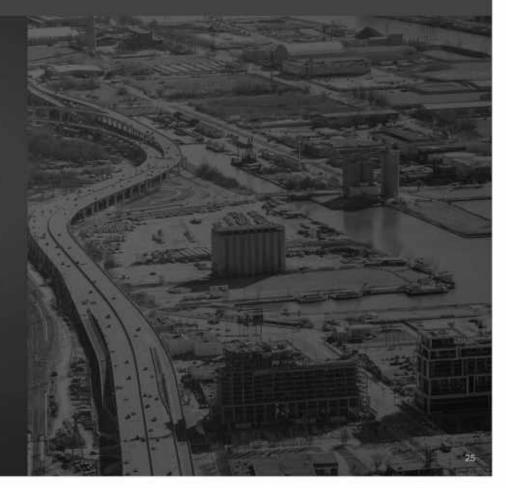
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As the project proceeds, we believe permission for the the IDEA District to expand should be rooted in the ability of the initial neighbourhoods to achieve stated objectives.

A potential construct to expand the zone for which the innovation guidelines apply within Phases 1+2 would be based on specific targets:

- Stage gates, included as part of an initial set of agreements, would set the
 parameters that would need to be achieved in order to expand the project
 geography. These could potentially include:
 - Number of units of below market housing
 - o Delivery of key infrastructure components by a given date



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ATIA - 21(1)(a)

ATIA - 21(1)(b)

ATIA - 14

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BRIEFING NOTE TO THE MINISTER

UPDATE ON TIMELINES FOR QUAYSIDE MASTER INNOVATION AND DEVELOPMENT PLAN

(For Information)

PURPOSE

 To provide an update and seek direction on revised timelines for completion of a draft Quayside Master Innovation and Development Plan (MIDP).

HIGHLIGHTS/KEY CONSIDERATIONS

- Waterfront Toronto (Waterfront) and Sidewalk Labs (Sidewalk) are working in partnership to develop a proposed MIDP for the Quayside project.
- At a public roundtable late last year, Waterfront presented a timeline showing that the
 draft Plan would be published towards the end of March 2019 after governments having
 several weeks to review before it is made public. However, development of the draft
 MIDP is proving to take longer than anticipated.
- Given longer than expected timeframes to receive a completed draft, Waterfront is now proposing that the MIDP be released concurrently to governments and the public in order to quickly begin public consultations.



ATIA - 19(1)

ATIA - 21(1)(a)

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KEY BACKGROUND

- In 2017 Waterfront ran an RFP process seeking an Innovation and Funding Partner to help create a plan for a neighbourhood of the future. This led to the eventual selection of Sidewalk Labs to lead the creation of a Master Innovation and Development Plan for the Quayside site.
- The draft Plan will likely comprise three volumes centered around:
 - Infrastructure and real-estate development plans at different scales;
 - Various innovative solutions for deployment in the project; and
 - Roles and responsibilities, business terms, and financial/commercial considerations, and roles and responsibilities.
- Governments have encouraged Waterfront and Sidewalk to be highly attentive to public consultation, transparency and outreach during the planning phase and to establish appropriate bodies to provide guidance, such as the arms-length Digital Strategy Advisory Panel that is currently in place.
- Waterfront is looking at ways to evaluate the Plan once it is made available, including with respect to, e.g., procurement, funding & financing, data governance, required government approvals, and alignment with Waterfront Toronto's main objectives for Quayside.
- As the Quayside proposal is just a plan, any individual components ultimately approved for implementation will be subject to multiple City planning approvals in particular, as well as provincial/federal regulations as appropriate.

NEXT STEPS/RECOMMENDATION

Kelly Gillis	Mars 18 Date
Deputy Minister Infrastructure and Communities	

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BRIEFING NOTE TO THE MINISTER

MISSISSAUGAS OF NEW CREDIT FIRST NATION'S REQUEST TO MEET WITH THE MINISTER OF INFRASTRUCTURE TO DISCUSS THE WATERFRONT TORONTO PORT LANDS FLOOD PROTECTION PROJECT

(For Information)

PURPOSE

 To inform you that the Mississaugas of New Credit First Nation (MNCFN) will be contacting you to request a meeting with Chief Stacey Laforme to discuss the First Nation's participation in the Waterfront Toronto Port Lands Flood Protection project.

HIGHLIGHTS/KEY CONSIDERATIONS

 Waterfront Toronto (WT) officials, with the assistance of a lawyer experienced in Indigenous relations, have been negotiating a Memorandum of Understanding (MOU) to work with the MNCFN whose traditional territory includes the City of Toronto. The objective of the MOU is to establish a constructive, collaborative and mutually beneficial relationship between the MNCFN and Waterfront Toronto in relation to the Port Lands project. This MOU works to formalize WT's obligation, as per the Contribution Agreement with Canada, to accommodate Indigenous groups.



- The MNCFN wrote to the Honourable Carolyn Bennett, Minister of Crown– Indigenous Relations (CIRNAC) on December 11, 2018 (Annex A) to discuss their interests;
 - That the Port Lands project is an unprecedented opportunity for Canada to make real and concrete progress advancing reconciliation with the MNCFN.
 - They remind Minister Bennett of the two unsettled claims that they have submitted, one of which is the unsurrendered Aboriginal title to the lakebed of Ontario and the waters around and over which the Port Lands Flood Protection project is situated. (See Annex B for a map of the MNCFN's territory).

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- The MNCFN also remind Minister Bennett that, through an MOU with the MNCFN of the Recognition of Indigenous Rights and Self-Determination Table, Canada recognizes that these outstanding claims exist and need to be addressed.
- The MNCFN have increased their presence on the Port Lands Flood Protection project by increasing their visits to the site from once every couple of months to every day
- CIRNAC officials met with the MNCFN on March 29, 2019. During that meeting,
 Chief Laforme communicated that he would like a meeting with Minister Champagne
 to discuss the MNCFN's participation in the Port Lands project. The MNCFN through
 their Department of Consultation and Accommodation will be reaching out to
 Minister of Infrastructure and Communities to coordinate a meeting.
- Of note, the MNCFN has also reached out to WT's partner on the proposed Quayside project, Sidewalk Labs, and informed them that the formal planning of the waterfront revitalization, to date, does not reflect the extent of the legal obligation owed to the MNCFN. INFC officials will follow up separately on this issue, given that a draft proposal for the Quayside initiative is still under development and will be subject to extensive public and government consultation once a draft plan is submitted to WT.

KEY BACKGROUND

- The MNCFN has outstanding claims of unabolished Aboriginal title over all of the
 waters, waterbeds, lakebeds, wetlands and highwater marks, within their traditional
 territory. The MNCFN asserts that the project is occurring within this claim. The
 MNCFN are requesting that consultations within the WT's Port Lands Flood
 Protection project address the impacts of this project on their outstanding claim.
- Recent court decisions, such as the Trans Mountain Expansion Pipeline decision (August 2018), found that in order for Canada to meet and fully discharge its Duty to consult, "meaningful consultation" must occur. Responsibility of the Crown cannot be passed to another entity. Therefore, the consultation team must have the authority to conduct consultations and be empowered to respond meaningfully.
- Consultation by WT cannot address the impacts of the project on the MNCFN's
 outstanding claims. INFC as a funding agent has a Duty to consult on the impacts of
 this project on the outstanding claims; however, INFC does not have the ability to
 address this issue as it does not fall within INFC's mandate. This is an issue that
 needs to be addressed by CIRNAC.

RECOMMENDATION/NEXT STEP

- INFC officials will continue to work with CIRNAC and WT representatives to coordinate meaningful consultations.
- Should a meeting between yourself and the MNCFN take place, it is recommended that the CIRNAC Minister also be invited to participate in the meeting.

Kelly Gillis Deputy Minister Infrastructure and Communities	Date Pulle/19

Attachments:

Annex A - Letter from the MNCFN to Minister Bennett

Annex B - Map of the Mississauga's Territory

Annex A Letter to Minister Bennet



December 11, 2018

Hon. Carolyn Bennett, M.P., P.C. Minister of Crown-Indigenous Relations and Northern Affairs Room 173, East Block House of Commons Ottawa, Ontario K1A 0A6



Dear Minister Bennett.

Waterfront Toronto: An Unprecedented Opportunity to Advance Reconciliation between the Mississaugas of the New Credit First Nation and Canada

As Chief of the Mississaugas of the New Credit First Nation ("MNCFN"), I am writing to you to outline an unprecedented opportunity for Canada to make real and concrete progress advancing reconciliation with MNCFN. As further outlined below, the Waterfront Toronto revitalization project is the largest urban redevelopment project currently underway in North America. It has the unequaled potential to create significant opportunities for economic growth, development, and employment and it is taking place entirely within MNCFN's traditional territory-and over lands and waters which MNCFN holds unextinguished Aboriginal title to and have submitted a claim to negotiate with Canada about.

I am writing to you today to request that we meet as soon as possible to discuss the exciting opportunity that the Waterfront Toronto Redevelopment Project represents for advancing reconciliation and resolving these outstanding claims between us. It is my hope that Canada—as one of the three government partners currently involved in the revitalization project-will take a leadership role in supporting and promoting MNCFN's engagement in this work with your

The Toronto Waterfront Revitalization Project

In 2001, Canada-in partnership with the Government of Ontario and City of Toronto-created the corporation of Waterfront Toronto to act as the public advocate and steward of the Toronto Waterfront Redevelopment Project. Waterfront Toronto is fully accountable to the governments

MZ 3313



Mississaugas of the New Credit First Nation 2789 Mississauga Road RR 6, Hagersville, Ontario NDA 1H0



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that created it—including Canada. Priorities and plans for the revitalization projects are selected with Canada's direct input, involvement, and financial support. In short: your government has a significant say in how the project proceeds, including what role reconciliation plays in its mandate and activities.

The primary objective of the corporation is to, under the leadership and direction of its three establishing governments, undertake the sustainable revitalization of Toronto's waterfront to deliver key economic and social benefits, including through promoting investments, jobs, and economic growth opportunities. As further outlined below, these objectives align with MNCFN's stewardship obligations and our fundamental rights and responsibilities to be sustained by, and work to sustainably manage, our traditional lands, waters, and resources.

It is critical that the planned development of over 2,000 acres of our Traditional Treaty Territory embeds at its core the recognition and respect of our rights as the original owners and stewards of the lands on which Toronto's waterfront is located and proceed in a spirit of collaboration and partnership. Our participation, as the first people and first government of these lands, is foundational to the success of achieving these goals.

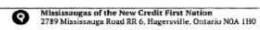
MNCFN: Our Rights and Responsibilities as Indigenous People

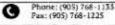
As you are aware, MNCFN is an Indigenous community within the meaning of the United Nations Declaration on the Rights of Indigenous Peoples. We hold the fundamental rights as outlined in that declaration. We are also an Aberiginal people as set out in section 35 of the Constitution Act, 1982 and a band under the Indian Act. While our community today is located near Haggersville, Ontario, our Traditional Treaty Territory extends over much of southern Ontario from the Rouge River Valley in the east, across to the headwaters of the Thames River, and down to Long Point on Lake Eric. It encompasses present-day Kitchener, Niagara Falls, Hamilton, and Toronto, as well as the lands and waters between and surrounding the same.

As an Indigenous community we hold inherent, Aboriginal, and treaty rights across and throughout our Traditional Treaty Territory. Importantly, these rights include our un-surrendered Aboriginal title to the waters, beds of water, and lakebed in our territory including the lakebed Lake Ontario—and the waters around and over which the Toronto Waterfront Revitalization Project is situated. Our traditional lands in the Rouge River Valley were also never surrendered by our ancestors and we retain title to these lands today.

While often expressed as "rights" these also reflect our fundamental responsibilities to act as stewards towards our Traditional Treaty Territory, This stewardship responsibility towards our territory is at the heart of who we are as Indigenous people. It is a sacred trust placed on us by the Creator. Our Traditional Treaty Territory has defined and sustained us for generations—and must continue to do so for all our generations to come.

Rights, Reconciliation, and Negotiation of MNCFN's Aboriginal Title











In 2015 and 2016 we submitted claims to Canada and Ontario to enter into negotiations aimed at reconciling our Aboriginal title with the present-day use and occupation of our title lands and waters by the Crown. We are still waiting on Canada and Ontario's response to our request to reach a negotiated resolution regarding our Aboriginal title.

In 2017, Canada and MNCFN took an important step towards addressing these outstanding matters and advancing reconciliation in the signing of a Memorandum of Understanding ("MOU") establishing a Recognition of Indigenous Rights and Self-Determination Table. This MOU acknowledges that "MNCFN has outstanding claims arising out of its treaty relationship with Canada, including an Aboriginal title claim to the Rouge River Valley Tract and an Aboriginal title claim to all water, land under water, and floodplains in its traditional territory." Importantly, it also acknowledged that one of the purposes of the Recognition of Indigenous Rights and Self-Determination Table is "exploring new approaches to understanding and implementing the treaties between MNCFN and Canada, and the resolution of MNCFN's outstanding Aboriginal title claims."

As you know, the Supreme Court of Canada has clearly stated that Aboriginal title—such as MNCFN holds over the waters and lands under water around and over which the Waterfront Toronto Revitalization Project is occurring—includes "the right to decide how the land will be used; ... the right to the economic benefits of the land; and the right to pro-actively use and manage the land." As further set out below, MNCFN's involvement and participation in the Waterfront Revitalization Project holds great potential for addressing these matters pro-actively and constructively together.

The Toronto Revitalization Project is An Unprecedented Opportunity to Advance Reconciliation and Resolve Our Claims

The lands and waters that Canada is a partner in developing as a part of the Toronto Waterfront Revitalization Project are the very lands and waters at issue in our outstanding Aboriginal title claim and over which MNCFN holds un-surrendered Aboriginal title to. As such, the development and revitalization of the Toronto Waterfront represents an unparalleled opportunity for us to take steps—as partners together—to resolve MNCFN's Aboriginal title claims, implement Canada's commitment to recognizing and respecting Indigenous rights, and foster reconciliation over these very same lands and waters.

Txilhqot'in Nation v. British Columbia, 2014 SCC 44, Para 73.



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Phone: (905) 768-1133 Fax: (905) 768-1225



MNCFN Aboriginal title to the water, beds of water, and foreshore, submitted to Canada and Ontario on September 21, 2016; MNCFN Aboriginal title to the Rouge River Valley, submitted to Canada and Ontario on July 13, 2015.

June 9, 2017, MNCFN-Canada Memorandum of Understanding, Recognition of Indigenous Rights and Self-Determination Table.

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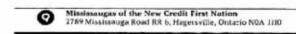
The significance of this to my community cannot be overstated. So much of our Traditional Treaty Territory has been subject to development and urbanization over which we have had no input or control. Now—finally—there is an opportunity for us to have a voice in shaping the revitalization of a key area of our Traditional Treaty Territory and ensuring that MNCFN's history, culture, and rights are recognized, respected, and celebrated in the capital and heart of this province. Through Canada's support and assistance, MNCFN can become involved on the ground floor of this work and embed the importance of recognizing our rights and stewardship responsibilities in the projects and all developments as the Toronto Waterfront Revitalization Project moves forward.

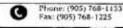
This is a once-in-seven-generations opportunity for us. We must seize it together! Hook forward to discussing this matter further with you. Please have your staff be in touch with at to arrange a time when we can meet.

Milgwetch.

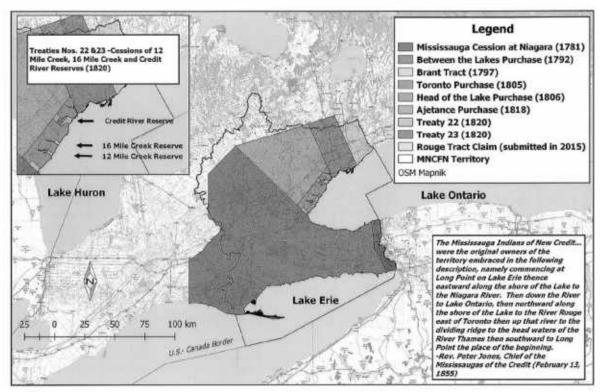
Chief R. Stacey Laforme, Mississaugas of the New Credit First Nation

c.c. MNCFN Treaty and Aboriginal Rights Committee MNCFN Negotiation Team Mark LaForme, Director, MNCFN Department of Consultation and Accommodation Murray Pridham, Negotiator, Crown-Indigenous Relations and Northern Affairs Canada





Annex B Map of the Mississauga's Territory





Mississaugas of the New Credit First Nation Land Cessions 1781-1820 and Rouge Tract Claim, 2015





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BRIEFING NOTE TO THE MINISTER OF INFRASTRUCTURE AND COMMUNITIES UPDATE ON QUAYSIDE PROJECT AT WATERFRONT TORONTO

(For Information)

PURPOSE

 To provide an update on issues and timing with respect to completion and public release of a draft Quayside Master Innovation and Development Plan (MIDP).

HIGHLIGHTS/KEY CONSIDERATIONS

- Waterfront Toronto (Waterfront) continues to work with Sidewalk Labs (Sidewalk) as an innovation and development partner towards a proposed MIDP for the Quayside project.
- Since our last briefing to you on MIDP timelines (see Annex A), Waterfront and Sidewalk have continued to refine content of the various chapters of the MIDP and are working on an overall plan that both parties can agree on before putting out for public consultation and evaluation. They are now working towards a release to the public on or around June 24; 2019.
- Given that release of the MIDP has already shifted a few times, it is possible that
 publication of the MIDP could be pushed further into July, depending on the outcome of
 current discussions and negotiations, and how much redrafting is required, including
 amendments to the overall business case and financing plan.
- The timing of any MIDP release will need to be approved by the Investment, Real Estate and Quayside Committee (IREQ), a sub-committee of Waterfront's Board. Considerations will include ensuring that the draft MIDP complies with and is within scope of the original RFP and the PDA, and meets public expectations in this regard. Approval in this sense only signals agreement to release a draft for consultation, not an endorsement of the proposals therein.

ATIA - 21(1)(b)

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- Waterfront is developing an evaluation framework though which it will review and
 assess the MIDP, as well as an engagement strategy for seeking broad public and
 stakeholder input. Once the consultation and evaluation period has concluded,
 Waterfront management will prepare a report, with recommendations, for its Board of
 Directors who will decide whether to pursue the MIDP or elements of the MIDP. The
 MIDP will also require the approval of Sidewalk's Board prior to both parties initiating
 implementation.
- As government officials have only been briefed at high level and have not yet seen the MIDP.
- Department staff are developing an internal workplan to prepare INFC and other
 departments as needed for MIDP roll-out, including coordinated communications to
 help frame the government's initial position on the MIDP draft, monitoring of the public
 engagement process and potential federal interests; and, coordination and alignment,
 where possible, with other government partners such as the province or city.

KEY BACKGROUND

- In 2017 Waterfront ran an RFP process seeking an Innovation and Funding Partner to help create a plan for a neighbourhood of the future. This led to the eventual selection of Sidewalk to lead the creation of an MIDP for the Quayside site.
- Governments have encouraged Waterfront and Sidewalk to be highly attentive to public consultation, transparency and outreach during the planning phase and to establish appropriate bodies to provide guidance, such as the arms-length Digital Strategy Advisory Panel that is currently in place.
- The draft MIDP will likely comprise three volumes centered around:
 - Infrastructure and real-estate development plans at different scales;
 - o Various innovative solutions for deployment in the project; and
 - Roles and responsibilities, business terms, and financial/commercial considerations, and roles and responsibilities.
- Waterfront anticipates their next steps for roll-out of the MIDP to be as follows:
 - June ~24: public release of the MIDP
 - June 24 July 21: public and stakeholder consultation
 - August 1 31: Waterfront and expert panel initial review, and return to Sidewalk on critical issues based on consultation feedback
 - September 2019: Sidewalk submits final MIDP to Waterfront
 - Fall 2019: formal evaluation and development of management report and recommendations for IREQ and then Board consideration
 - December 2019: Board meeting to discuss/agree on MIDP endorsement
 - Winter 2020: commence development of Implementation Agreements based on approved elements of the MIDP
- For its part, the City of Toronto Waterfront Secretariat is expected to submit a report to
 the City's Executive Committee in early June that would outline details of their own
 public consultation process, which would likely unfold in fall 2019. The document is also
 expected to outline the City's workplan for review of the final MIDP, which would
 culminate in a second report to the Committee, likely in spring 2020.
- Should the decision be made to pursue some or all elements of the MIDP proposal, implementation will be subject to multiple City planning approvals, given the City's role as a regulator, landowner, and provider of municipal infrastructure and services, as well as federal and provincial regulations as appropriate.

PROTECTED B

NEXT STEPS/RECOMMENDATION

- We will continue to keep you apprised of ongoing discussions and the planned release timing of the MIDP; and,
- We will schedule a briefing on the MIDP as a confirmed date approaches, and then share the proposal when received.

Kelly Gillis	Date Muzs Fi
Deputy Minister Infrastructure and Communities	

ATIA - 21(1)(b)



SECRET

BRIEFING NOTE TO THE DEPUTY MINISTER

Waterfront Toronto Update

(For Information)

ISSUE

- You will have a call on July 12 with Scott Thompson, the new Deputy Minister of the Ontario Ministry of Transportation and Ministry of Infrastructure. The call provides an opportunity to outline the federal stance on the Waterfront file and discuss the agenda for the upcoming Inter-Governmental Steering Committee (IGSC) meeting in Toronto on July 20.
- Issues that may be raised on the call include next steps for the CEO of Waterfront, progress on the Quayside and Port Lands projects; and the go forward approach to governance of the Waterfront file between the three levels of government.

HIGHLIGHTS/KEY CONSIDERATIONS

- This call will take place on the backdrop of Will Fleissig's resignation on July 4. Waterfront's Board has put an interim leadership team in place under acting CEO Michael Nobrega as it launches the search for a new CEO.
- As Waterfront's Board deals with next steps on CEO succession-planning, it will be important for the organization to keep momentum as it progresses on Quayside, and implements the Port Lands Flood Protection project.
- On Quayside, Waterfront announced on June 26 that timelines for completing the Master Innovation and Development Agreement would be pushed back to spring 2019.
- You will want to suggest that a pre-meeting take place ahead of the July 20 IGSC, without Waterfront Toronto, between yourself, Mr. Thompson, and interim City Manager Giuliana Carbone to set the stage for items that will be considered. You will also want to emphasize the need for such pre- or in camera meetings whenever the IGSC is convened.
- The PDA is the key item intended for discussion on July 20. A draft has been provided and governments will be briefed on July 13. Our interest is to ensure it aligns with Waterfront's founding legislation and any relevant agreements Waterfront has with the federal government, such as for Port Lands. The PDA also references the key role of the IGSC on government relations for Quayside.

ATIA-14(a) ATIA - 21(1)(a) ATIA - 13(1)(d) ATIA-14(b) ATIA - 21(1)(b)

SECRET

 The IGSC and its associated bodies is key to coordinating the role of governments on the Waterfront file. July 20 should also be used as an opportunity to review this structure and solidify any needed adjustments – impressing the need to get this right.

KEY BACKGROUND

Next steps for the CEO of Waterfront

 On July 4 the Waterfront Toronto Board of Directors announced the resignation of CEO Will Fleissig. Ontario-appointed Board member Michael Nobrega will step down from Board duties to act as CEO while the Board undertakes the search for a permanent replacement. Communications materials on Mr. Fleissig's resignation are included under Annex A.

Quayside Update

- On June 26 Waterfront and Sidewalk Toronto issued a joint newsletter pushing back timelines for finalizing the Master Innovation and Development Plan (MIDP) to spring 2019.
 A copy of the newsletter is included in **Annex B**.
- Waterfront and Sidewalk Toronto continue to work towards completing the PDA. A draft has
 been circulated to governments, and Waterfront will brief INFC on July 13. The Waterfront
 Board will meet on July 31 to consider and approve the PDA, which is destined to be a
 public document. A summary of key elements of the draft PDA is included under Annex C.

July 16th MoU workshop

٠	IPI and POB staff will meet with City of Toronto and Ontario personnel on July 16 to workshop issues around Waterfront governance.
	The proposed agenda for the meeting is
	included under Annex D . To prepare for the meeting, IPI has drafted a one-pager outlining key elements in Waterfront's structure, included under Annex E .



ATIA - 21(1)(a)

ATIA - 13(1)(c) ATIA - 21(1)(b)

SECRET

an

important aspect to resolve is how Waterfront Toronto's involvement in Quayside-focused IGSC meetings is to be managed. Waterfront originally acted as the secretariat for the QESC – as most supporting documents come from them. It will be important to maintain a communication channel where Quayside matters can be discussed strictly between the three levels of government.

Port Lands Flood Remediation

- The Contribution Agreement (CA) for the Port Lands flood protection project came into effect on May 1, 2018. INFC is establishing a bilateral oversight committee with Waterfront that will serve to monitor Waterfront's compliance with the CA.
- Waterfront has satisfied federal duty to consult requirements to date and is engaged with First Nations communities on a means to formalize their involvement in public realm and other project aspects.
- Work on the PLFP Project is progressing on schedule and Waterfront has commenced site mobilization.
- · Cherry Street lake filling is advancing, with barges currently delivering core stone fill onsite.



A "Data Trust" refers to a mutual organisation formed to manage data on its members' behalf. Participants would pool their data forming a trust, stipulating conditions under which data could be shared. The trust would retain a duty of care without conflicting goals such as making a profit or furthering a research career. Waterfront and Sidewalk are considering whether such an approach may be appropriate in the context of Quayside.

NEXT STEPS

Your call with Mr. Thompson will scope these issues in advance of the July 20 IGSC. Key
points to register are attached. We will work with contacts in Ontario, the City and
Waterfront to finalize the agenda for the July 20 meeting and provide key materials for
consideration at the discussion.

POINTS TO REGISTER - WATERFRONT TORONTO ISSUES

Overall message and federal role

- I look forward to working with you as INFC takes on the IGSC Chair for this fiscal year. Two
 big projects we have before us are the Port Lands Flood Protection, and Waterfront's
 partnership with Sidewalk Labs on Quayside.
- We welcome being a funding partner on Portlands, and that implies a defined federal role with limitations.
- The federal government is not an ongoing funding partner on Waterfront Toronto itself, and deals with the revitalization initiative project by project, as it has done historically.
- The Quayside project is of interest to federal government in terms of what it means for Canada – the opportunity to pilot innovation, and collaborate in a unique entity with 3 orders of government
- Importantly, we need to ensure a strong bond between Waterfront's board and management, and governments need to respect and support good governance.
- Similarly, Waterfront needs to be supported in dealing with its funding and planning partners, as some of these may pressure good governance and try to deal with governments directly.
- INFC is prepared to help and support other governments and navigate the policy issues coming up of national significance, while being mindful of the need to think in terms of national frameworks at the federal level.

The July 20th IGSC meeting

 The Partnership Development Agreement (PDA) is coming up for our consideration on July 20. The PDA's expected release in the coming weeks will signal the start of an intense period for Waterfront, as it turns completing the Master Innovation and development Plan.

- We also want to make sure we have the right coordinating structures in place to ensure issues are dealt with by the right groups and Waterfront's Board and Management receives appropriate feedback. The IGSC plays a key role here. We should review its structure and solidify any adjustments where needed.
- Along with the City, we will need to touch base just between governments ahead of July 20
 to make sure we are comfortable with the agenda and to set the stage for the discussion.

SECRET

 I would welcome your views, and hope we can discuss further when we meet in Toronto on July 20

Quayside-specific points

- I noted the announcement of the revised timeline for completing the Mater Innovation and Development Plan (MIDP) which is now targeting spring 2019.
- Waterfront has now circulated the draft PDA and is briefing governments in the lead-up to July 20. Our interest from the federal perspective is to ensure it aligns with Waterfront's founding legislation and the authorities it accords to Waterfront Toronto as a corporation.
- As a roadmap for completing the MIDP, the PDA has a number of principles around IP, data governance and privacy, public communications and government relations – which are intended to address public concerns in these areas. On interaction with governments the PDA references the key role of the IGSC.

Governance-specific points

 I am open to this effort. As you may know Infrastructure Canada engages on high-level strategic issues and acts as a bridge back to the federal family, but does not get involved on issues that are otherwise better left with Waterfront Toronto's management and Board – such as oversight of operational matters.

Quayside Executive Steering Committee - specific points

 The IGSC has typically met quarterly to consider the full range of issues with respect to the Waterfront Toronto Revitalization Initiative. More regular issue specific discussions have tended to take place at a project management or "Executive Steering Committee" level. This was our initial approach on Quayside

As Waterfront was acting as the secretariat and rapporteur for Quayside ESC discussions, we will need to think of a way in which we can discuss Quayside matters strictly between the three governments when required.

Port Lands-specific points

- I understand that work on the Port Lands flood protection project is progressing and Waterfront is planning to start site mobilization this month.
- I would welcome any views you would like to share on the project from your perspective.

Next Steps for the CEO of Waterfront

- We thank Will Fleissig for his service and wish him well in his future endeavours.
- We welcome Michael Nobrega in his role as acting CEO, while he and the rest of the interim leadership team search for a permanent replacement.

We would welcome any insights you could share on broad policy directions or government

Orientation of Ontario's New Government toward the Waterfront

initiatives that may be relevant to Waterfront.					
Glenn Campbell Assistant Deputy Minister Investment, Partnerships and Innovation	Date				

Attachments (6):

Anney A -	Media	materials	on Waterfr	ront Toron	nto's CF	0's	resignation
ALLIEN A -	ivicula	materials	OH VValerii	OHIL LOLOI	III 3 VI		CSIGNATION

Annex B - Master Innovation and Development Plan Newsletter and Related Media

Annex C - Draft summary of key elements of Partnership Development Agreement

Annex D - Proposed Agenda for July 16 meeting with City of Toronto and Ontario

Annex E - One-pager on waterfront governance - DRAFT

Annex F - Terms of Reference for the IGSC

Annex G - Proposed Principles for Data Trust Pilot, and INFC response



Media Statement – Issued on behalf of Helen Burstyn, C.M., Chair of the Waterfront Toronto Board

TORONTO, July 4, 2018 – Today, Will Fleissig has advised the Board that he is stepping down as CEO.

Waterfront Toronto has been fortunate to have a leader with such an innovative vision of what Toronto's waterfront could and should be, and we wish him the very best as he takes on new challenges in the future.

Waterfront Toronto is now turning its focus to implementing the vision our team has worked towards, and we're more excited than ever about the future.

Mr. Fleissig noted that he is very proud of the accomplishments of Waterfront Toronto and the support he has received from the team. He knows that the next stage of the waterfront revitalization is in very good hands.

We are privileged to have a skilled and experienced board, staff and executive to draw on during this time of transition and opportunity. There will be a three-person interim leadership team in place, including Michael Nobrega as Acting CEO, Meg Davis, our Chief Development Officer, and myself in my capacity as Chair, while we search for a new CEO.

Michael Nobrega is a former President and CEO of OMERS, current Chair of the Ontario Centres of Excellence, and sits on Waterfront Toronto's Board of Directors. Michael will be taking a leave from the Board for the duration of his tenure on the interim leadership team. Meg Davis is Waterfront Toronto's Chief Development Officer, and has been with the organization for 11 years. She has extensive experience as a real estate and commercial transactions expert, notably with KPMG. The interim leadership team will not be accepting any additional compensation for these roles.

We look forward to the next chapter in the transformation of Toronto's waterfront.

-30-

Media Contact

Cameron MacKay
VP of Strategic Communications & Engagement
Waterfront Toronto
Telephone: 416-214-1344 x 314

E-mail: cmackay@waterfrontoronto.ca

Page(s) 163 to 167
are withheld
pursuant to paragraph
21(1)(a) and 21(1)(b)
of the Access to Information Act

La/les page(s) 163 à 167
Font l'objet d'une exception totale
conformément aux dispositions de paragraphe
21(1)(a) et 21(1)(b)
de la loi sur l'accès à l'information

Savage, Amelia (INFC)

 From:
 Tippins, Shawn (INFC)

 Sent:
 July 6, 2018 3:21 PM

 To:
 Tippins, Shawn (INFC)

Subject: Annwx A-1 FW: An Update on our public engagement and the project timeline

Annex A-1

From

Sent: June 26, 2018 10:24 AM

To: Campbell, Glenn (INFC) <glenn.campbell@canada.ca>; Tippins, Shawn (INFC) <shawn.tippins@canada.ca>

Cc:

Subject: FW: An Update on our public engagement and the project timeline

Glenn, Shawn,

Further to our discussions at the last Quayside Executive Steering Committee meeting (now the IGSC Quayside working group) I wanted to share with you (below) a newsletter from Will and Dan Doctoroff that will be going out later today (likely around noon). The newsletter outlines an extended planning process for the MIDP, including more opportunities for the community and stakeholders to provide feedback.

Please circulate as necessary within your department (and with your MO) with the caveat that the newsletter be kept confidential until its release.

Please don't hesitate to contact me if you have any questions.

Thanks in advance,





When we launched Sidewalk Toronto, we had one mission in mind: to address the toughest challenges facing cities — and meaningfully improve quality of life — through the combination of forward-thinking urban design and innovative technology. It started with a vision for how to make cities more sustainable, livable, and inclusive — and because we believe city-building needs many hands and many perspectives, we launched a comprehensive public engagement process to bring that vision to life.

Over the past six months, we have met with and listened to thousands of people. We have hosted town halls, roundtables, and public talks. We have convened advisory groups, spoken to neighbourhood associations, and on June 16, Sidewalk Labs opened "307," its Toronto office and workshop, where Torontonians can continue to learn about, provide feedback on, and experiment with different elements of the vision. You can see summaries of all this work on our website.

From the start, we have recognized that we are taking a different approach. Rather than bringing forward a comprehensive proposal and site plan, we are exploring virtually every aspect of how the city works and how Toronto residents think it could work better. Over the past six months, you have provided indispensable insights and perspectives that have

shaped our thinking as we begin to formulate our Master Innovation and Development Plan (or MIDP).

You have also told us to take the time to get this right — and we have heard you. That is why we are extending the planning process so that we have the time to work together to create something that we can all be proud of.

Here is the new timeline:

- The roundtable meeting scheduled for early July will now be held on August 14 and 15 at the 307 Lake Shore Blvd. East workspace. We will cover the same information on both dates: initial thinking for the public realm, streets, and buildings that is coming into into focus. We think two sessions will provide good opportunities to discuss and consider this work.
- In November, we will share a comprehensive description of the component parts of the Master Innovation and Development Plan, including proposed site plans, and we will have our fourth roundtable soon after.
- Early in 2019, we plan to release a draft Master Innovation and Development Plan.
 It will be a comprehensive document, but still a work-in-progress. Following the release of the draft plan, we will host a fifth roundtable to solicit feedback on the draft.
- Informed by this additional feedback, we plan to publish the proposed MIDP in finished form in spring 2019 for consideration by the Waterfront Toronto Board of Directors and by the Alphabet board. We understand that the City of Toronto will also solicit public feedback after receiving the MIDP to inform its considerations in advance of necessary city approvals.

We are so grateful for the great interest and enthusiasm Torontonians have shown for this project to date. You have given us your time, your ideas, and your feedback. We want to keep this momentum going as we put together a groundbreaking plan, and we hope you will continue to join us.

To learn more about Sidewalk Toronto, the 307 workspace, our participation plan and to view past presentations, please visit www.sidewalktoronto.ca. See you on the waterfront!

- Will Fleissig, President and CEO, Waterfront Toronto
- Dan Doctoroff, Chairman and CEO, Sidewalk Labs

There are many more ways to join!

There are dozens of opportunities throughout 2018 to join the Sidewalk Toronto conversation. You can read our full <u>public engagement plan here</u> or visit the Sidewalk Toronto <u>website</u> for more information. We need your help to imagine the neighbourhood of the future.







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Sidewalk Toronto 20 Bay Street, Suite 1310 Toronto, ON M5J 2N8 Canada

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You can update your preferences or unsubscribe from this list.

PDA Baseline Position (Key considerations for the PDA) @June 27, 2018

The following is IREQ's (updated by management) list of the key issues addressed in the PDA:

- The PDA is an agreement (the "Agreement") between the Toron's
 Waterfront Revitalization Corporation ("TWRC") and side alk Labs
 ("SWL"), a wholly-owned subsidiary of Alphabet has. In vidually,
 TWRC or SWL is a "Party", and together are "Carties" Sidewalk
 Toronto Limited Partnership is a funding orm, and not a party to the
 PDA.
- The principal objective of the Agreement is to establish a roadmap for the design and preparation of the Moster Innovation Development Plan (MIDP). At the same time, TWRC and SWL will work to develop principal comme cial terms of the Principal Implementation Agreements (the Land, Infrastructure, Intellectual Property Methodologics) which would be finalized subject to and upon receipt of approvals necessary to proceed.
- The Land witholology will be based on fair market value of Quaysile as determined by an Appraisal Institute qualified appraiser in accordance with principles to be agreed in the MIDP.
- The gram set out in the MIDP, if implemented, may ultimately impact the fair market value of Quayside.
- The MIDP will be a collaborative research exercise (within a structured framework of collaborative principles, timelines, procurement policies, consultation with relevant stakeholders, detailed budgets, etc.) to establish the feasibility and viability of a

smart city, public/private partnership initiative initially on the Quayside Lands and will also address plans at scale for the Eastern Waterfront lands.

- The "drop dead" date for the completion of the MIDP is September 30, 2019 and for the Principal Implementation Agreements is December 31, 2019 subject to extensions by mutual consent of the Parties.
- The Agreement does **NOT** and the MIDP will **NOT** real a real estate interest or result in the transfer of ownership in any ands, including the Quayside Lands, to SWL or any person
- The Agreement commits SWL to provide two manches of funding (the "Funding"):
 - > Up to US\$10 villion o fund joint activities of the Parties to the execution date of the Agreement; and
 - Up to a radditional US\$40 million to fund the preparation and finalization of the MIDP (subject to an overal cap of US\$50 million).

Alph pet ac. vill provide a letter of support for the Funding.

- 9. The Agreement does NOT provide, as a condition of the Funding, for ally right to equity in (i) the Quayside Lands, (ii) any future lands, (iii) a put is private partnership between Parties or (iv) any other business arrangement between the Parties or any entity affiliated with SWL or Alphabet Inc.
- SWL will fund reports and studies with the Funding within budget parameters agreed to by the Parties. SWL will provide updates to the Project Management Committee.

- 11. The Agreement can be terminated, without cost, by either Party, in accordance with a dispute mechanism protocol which fast tracks the termination within 90 120 days of commencement of the dispute resolution process by a written notice to terminate by either Party if mediation is unsuccessful.
- The Agreement provides for indemnity and release provisions to each Party which would be considered standard and least able for agreements of this nature and for exclusion of consequential damages.

Tri-Government Working Group Without Prejudice Workshop Toronto Waterfront Revitalization Initiative City Hall, Boardroom TBD June/July 9:00am to 3:00pm

Agenda

SESSION #1 - GOVERNMENT PARTNERS @ 9:00am

- 1. Introductions and Confirm Agenda (9:00 to 9:05)
- 2. Confirm Purpose, Objectives and Scope (9:05 to 9:30)
 - Framework for government coordination
 - Timing for government needs
 - Reporting approvals
 - Alignment with TWRC Act
 - Other
- 3. Preliminary Table of Contents (9:30 to 10:00)

BREAK - (10:00 to 10:15)

- 4. Progress on Key Components (10:15 to 11:00)
 - Relationship between WT Board and Governments
 - Process for mandate review
 - Reports to government and required approvals
 - Process for borrowing authority extension
 - Other
- Work Plan / Next Steps Schedule (11:00 to 11:20)
- 6. Other Business (11:20 to 11:45)

BREAK - (11:45 to 12:00)

SESSION #2 - GOVERNMENT PARTNERS with WATERFRONT TORONTO @ 12:00pm

- 7. Introductions (12:00 to 12:15)
- 8. Review of Morning Discussion (12:15 to 12:30)
 - Goals, objectives and scope
 - Table of contents
 - Progress on key components
 - Other business
- 9. WT Comments (12:30 to 1:30)

BREAK - (1:30 to 1:45)

SESSION #3 - GOVERNMENT PARTNERS @ 1:45 pm

TBD - based on progress of Sessions 1 and 2

MEETING IS ADJORNED @ 3:00pm

SESSION #4 (TBD) - TOUR / END from 3 to 5pm

Governance Structure of the Waterfront Toronto Revitalization Initiative (WTRI)

The Intergovernmental Steering Committee will be the chief mechanism for oversight of government contribution agreements. The mandate of the IGSC was updated in September 2017. The revised mandate is attached.

The parties will continue to maintain Waterfront Secretariats. Staff of these secretariats will meet regularly as the Tri-government Working Group, in support of the IGSC.

Project Management

Executive Steering Committees (ESCs) will be established for all significant projects. Currently there is an ESC for the Port Lands, Waterfront Transit and Quayside (Draft terms of Reference Attached).

The ESC will be the main approval and decision-making body within the framework of the approved Contribution Agreements. With Respect to the Port Lands Flood Protection and enabling Infrastructure Contribution Agreement, a bilateral INFC-WT Oversight Committee has been established to oversee adherence of INFC's funding conditions under the agreement.

The IGSC serves as an executive level focal point for intergovernmental management and coordination on matters related to the TWRI. Specifically, the IGSC:

- Leads the identification and discussion of general and project-specific governance issues related to waterfront revitalization and Waterfront Toronto, when necessary;
- Coordinates activities between the three levels of government and Waterfront Toronto;
- Serves as a forum for information exchange related to the implementation of tri-government funded projects;
- Undertakes joint planning exercises to ensure that proposed projects are in keeping with the goals and objectives and mandate of the TWRI and Waterfront Toronto;
- Manages contribution agreements and related activities;

Terms of Reference

Intergovernmental Steering Committee (IGSC)

Toronto Waterfront Revitalization Initiative

Background:

In October 2000, the Government of Canada, the Province of Ontario and the City of Toronto each committed \$500 million to the Toronto Waterfront Revitalization Initiative (TWRI). Given the need for the three governments to work together to implement the TWRI, the government partners set up the Intergovernmental Steering Committee (IGSC) and, in March 2001, announced their intention to create the Toronto Waterfront Revitalization Corporation, now called Waterfront Toronto.

For the next phase of waterfront revitalization the government partners announced funding for the Port Lands Flood Protection (PLFP) and Enabling Infrastructure project in June 2017. The prospect of new projects has triggered the need to refresh governance and decision making by the government partners.

As set out in its enabling statute, the Ontario *Toronto Waterfront Revitalization*Corporation Act, 2002, the mandate of Waterfront Toronto is to lead and oversee the revitalization of Toronto's waterfront. Since the three orders of government are accountable for the expenditure of government funds with respect to TWRI projects, Waterfront Toronto reports its progress to the IGSC.

Role and Responsibilities:

The IGSC serves as an executive level focal point for intergovernmental management and coordination on matters related to the TWRI. The IGSC also provides governance and oversight to Waterfront Toronto. Specifically, the IGSC:

- Leads the identification and discussion of general and project-specific governance issues related to waterfront revitalization and Waterfront Toronto, when necessary;
- Coordinates activities between the three levels of government and Waterfront Toronto;
- Serves as a forum for information exchange related to the implementation of trigovernment funded projects;
- Undertakes joint planning exercises to ensure that proposed projects are in keeping with the goals and objectives and mandate of the TWRI and Waterfront Toronto;
- Manages contribution agreements and related activities;

Page 1 of 5

IGSC Terms of Reference – TWRI Revised September 25, 2017

- Provides feedback on Waterfront Toronto's Annual Corporate Plan to the Waterfront Toronto Board;
- Establishes working groups, as required, to provide advice and direction on subissues; and
- Establishes project-based executive steering committees, as required, to direct and implement the delivery of government supported waterfront revitalization projects.

As the Port Lands Flood Protection project advances, the IGSC will provide direction on project-specific governance aspects.

The IGSC may delegate its authority and implementation responsibilities to the Tri-Government Working Group (TWG).

Chair:

The responsibility of chair rotates every fiscal year. The City is the chair for 2017/18, followed by the Government of Canada, and then the Province of Ontario.

Membership:

The IGSC is comprised of the following (or their equivalents):

- Government of Canada: Deputy Minister, Infrastructure and Communities;
 Associate Deputy Minister, Infrastructure and Communities, and Assistant
 Deputy Minister, Infrastructure and Communities, Program Operations Branch;
- Government of Ontario: Deputy Minister, Ministry of Infrastructure and Assistant Deputy Minister, Realty Division, Ministry of Infrastructure;
- · City of Toronto: City Manager and Deputy City Manager; and
- Waterfront Toronto: President and CEO

Voting:

Each order of government has one vote at the IGSC and Waterfront Toronto has nonvoting status.

Meetings:

IGSC meetings will be convened at a minimum on a quarterly basis. The schedule of meetings will be established by its members and meetings will be held in-person or by telepresence. For clarity, meetings and voting when urgent and necessary may also occur via electronic mail.

Page 2 of 5

Any IGSC or TWG member may request an agenda item, provided notice is given to the chair (or delegated authority) at least 2 weeks in advance. Materials/Information related to the meeting should be circulated at least 1 week in advance. The City will coordinate the date for each meeting and meeting space will be provided at City Hall, regardless of which government is chairing.

The government that chaired the meeting will prepare and circulate the minutes to the TWG for comment; the minutes will be approved at the subsequent IGSC meeting.

Term:

The IGSC shall exist and operate for as long as necessary to meet the requirements of the TWRI or until one or all members decide that the IGSC's mandate should be ended. The other members may decide to continue the IGSC without the member(s) who have decided to leave.

Communications:

In order to ensure effective coordination, IGSC members will inform each other of actions that could have an impact on each other.

Tri-Government Working Group:

The TWG addresses items delegated by the IGSC and is comprised of Secretariat staff from each level of government. Secretariat staff are responsible for drafting records of discussions, following up on decisions and actions, disseminating information, distributing meeting documentation, scheduling meetings, logistical arrangements, and ensuring proper communication channels are in place to coordinate with Waterfront Toronto and project-based executive steering committees. Secretariat staff are also responsible for implementing IGSC decisions when delegated.

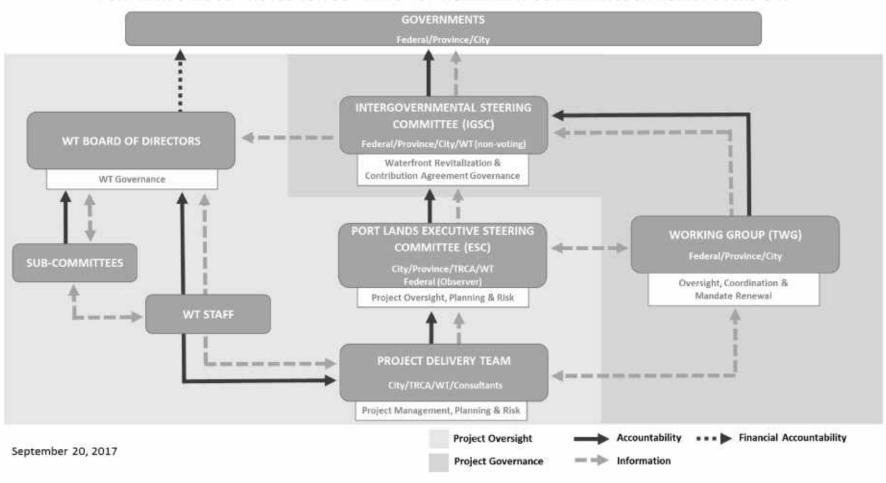
Secretariat staff may also request staff from other government departments/divisions, as well as Waterfront Toronto, to provide their expertise and feedback to the TWG on an as-needed basis.

At a minimum, the TWG will meet monthly and the chair will rotate every fiscal year in sync with the IGSC. The City is the chair for 2017/18, followed by the Government of Canada, and then the Province of Ontario. The agenda and minutes/action items for each meeting will be circulated by the meeting chair.

When delegated from the IGSC, the TWG's scope of work includes Waterfront Toronto Governance and Mandate Renewal as well as Waterfront Toronto Financial Oversight.

Page 3 of 5

PORT LANDS FLOOD PROTECTION CONTRIBUTION AGREEMENT GOVERNANCE & PROJECT OVERSIGHT



MEMBERSHIP FOR PORT LANDS FLOOD PROTECTION GOVERNANCE

	INTERGOVERNMENTAL STEERING COMMITTEE (IGSC)	WORKING GROUP (TWG)	PORT LANDS EXECUTIVE STEERING COMMITTEE (ESC)
Federal	Deputy Minister, Infrastructure and Communities	Director, Program Operations Branch, Infrastructure Canada	Director, Program Operations Branch, Infrastructure Canada (Observer)
	Associate Deputy Minister, Infrastructure and Communities	Program Analyst, Program Operations Branch, Infrastructure Canada	
	Assistant Deputy Minister, Infrastructure and Communities Program Operations Branch	Junior Program Analyst, Program Operations Branch, Infrastructure Canada	
ncial	Deputy Minister, Ministry of Infrastructure	Director, Realty Policy Branch, Ministry of Infrastructure	Assistant Deputy Minister, Realty Division, Ministry of Infrastructure (Active Observer)
Provincial	Assistant Deputy Minister, Realty Division, Ministry of Infrastructure	Manager, Realty Policy Branch, Ministry of Infrastructure	
¥	City Manager	Director Waterfront Secretariat	Deputy City Manager
ά	Deputy City Manager	Senior Corporate Management and Policy Consultant, Strategic & Corporate Policy, City Manager's Office	
¥	President & CEO		President & CEO
TRCA			CEO

September 25, 2017

Page(s) 183 to 187
are withheld
pursuant to paragraph
21(1)(a), 21(1)(b), 13(1)(c), 14 and 19(1)
of the Access to Information Act

La/les page(s) 183 à 187
Font l'objet d'une exception totale
conformément aux dispositions de paragraphe
21(1)(a), 21(1)(b), 13(1)(c), 14 et 19(1)
de la loi sur l'accès à l'information